MASTERS OF THE UNIVERSE

Screenplay by
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FADE IN:

1 EXT. ETERNIA - DAY

A land devastated by futuristic war. Fire-blackened vehicles smoulder alongside the roads. The dead lie on a scarred battlefield. The cries of wounded echo pitifully. a once-peaceful and prosperous country has been turned into a nightmare landscape.

A FEW REFUGEES flee down the road. A DYING SOLDIER suddenly steps out from the shadow of a burnt-out Road-Ripper and confronts them. His shiny laser-armor is pitted and fused. One leg is charred to the bone and he supports himself on the butt of his shattered neutron rifle.

DYING SOLDIER
--- have to find my unit ---
where's the army?

REFUGEE
There is no army any more.
Skeletor has won.

DYING SOLDIER
--- we'll make a stand. At
Greyskull --- with He-Man and the
others---

A DEEP HUMMING SOUND grows louder. The refugees look up at the sky in terror.

REFUGEE
It's Skeletor!

2 EXT. SKY - DAY

A huge black, bird-like antigravity ship passes overhead, blotting out the sun.

3 EXT. BATTLEFIELD BELOW - DAY

The refugees scatter for cover, leaving the dying soldier all alone on the road staring at the sight of the monstrous black ship overhead. He takes a PROJECTILE LAUNCHER out of his backpack and attempts to aim it at Skeletor's ship, but before he can fire, a POWERFUL EXPLOSION above the battlefield sends him sprawling headlong on the dirt and knocks the launcher out of his hands.

4 EXT. AERIAL SHOT - DAY

Skeletor's giant bird-like antigravity ship sails high above the battlefield toward a large castle with a barbican gate shaped like a human skull. This is Castle Greyskull. The CAMERA MOVES past the castle REVEALING a narrow bridge across a wide moat. Then a HUGE, TOWERING MEGA-CITY becomes visible behind the castle, with towers that rise thousands of meters into the air.

The giant black ship heads for the circular landing pad atop the highest tower of the city.

5 EXT. ETERNIA CITY/ LANDING PAD - DAY

SKELETOR emerges from his black ship with the arrogant assurance of one who knows that all opposition has been crushed. He is large and powerfully built, with muscles that bulge and ripple as he moves with panther-like grace.

SKELETOR'S FACE is bleached white bone, stripped of all flesh. The only thing visible inside his eye sockets is the blackness of infinite night.

A BEAUTIFUL RAVEN-HAIRED WOMAN with skin like ivory and a heart as cold and hard follows him out of the ship and stands beside him. Her name is EVIL-LYN.

EVIL-LYN
At last, Eternia is ours!

SKELETOR
No. It is mine.

A member of Skeletor's elite commando force of ROBOT WARRIORS runs out of the city entrance and kneels before his master.

SKELETOR
Has the Sorceress been kept alive?

COMMANDO
All your orders have been obeyed.

SKELETOR
Good. have them bring me the body of He-Man as soon as it's found.

Skeletor sweeps through the shattered chromalloy security doors that lead from the landing pad into the city itself. Evil-Lyn and Skeletor's entourage of ROBOT COMMANDO WARRIORS hurry to keep up with him.

6 INT. THRONE ROOM - DAY

Skeletor enters the magnificent throne room, now deserted. He walks down the long aisle between rows of towering columns to the throne, which floats in defiance of gravity on a beam of light over a deep glowing pit.

A BEAUTIFUL WOMAN stands beside the throne, imprisoned within a FORCEFIELD OF GLOWING LIGHT. She is the SORCERESS of Castle Greyskull.

SKELETOR
Feeling lonely, my pretty captive?

The Sorceress tries to speak within the forcefield, but no sound escapes the impenetrable walls.

SKELETOR
Have no fear. Your champion He-Man will be along to join you soon.

Skeletor steps up on an invisible step and sits on the throne. As he speaks, his voice and the image of his horrible skull-face are simultaneously transmitted (via subetheric holography) to everyone on the surface of the planet.

CUT TO:

7 EXT. BATTLEFIELD OUTSIDE THE CITY - DAY

Skeletor's voice is like thunder. The fleeing refugees, now joined by a few stragglers from the defeated army, turn and look behind them.

SKELETOR'S IMAGE, magnified a million times, towers over the giant GIANT MEGA-CITY he has just conquered.

SKELETOR'S IMAGE
My forces are victorious all over Eternia. All resistance is useless. Even the Sorceress of Greyskull is now my prisoner! And let this be my first decree: all those who do not surrender shall be destroyed!

Skeletor's image disappears, as the echoes of his voice die out across the rolling hills like distant thunder.

A squad of SKELETOR's TROOPS pass, driving a ragged herd of refugees and disarmed POWs along before them toward the Castle. The TROOPS urge the prisoners along with the loud crackling of neuronic whips.

(CONTINUED)

7 CONTINUED:

THE CAMERA HOLDS on a low wall of stone rubble in the shadow of a cluster of tall weeds as the Troops pass. When the coast is clear, TWO PEOPLE rise cautiously from behind the stone wall where they had been hiding. They are dressed in the colors of the defeated army, but their battle gear is covered with dark cloaks that provide them with chameleon-like camouflage. They are TEELA, a beautiful young Eternian warrior, and her father, known as MAN-AT-ARMS, a weapons and technology expert from the Eternian army.

TEELA
Father, we can't wait here much longer.

MAN-AT-ARMS
The message was to meet him here. I'm not leaving without him. Right now, he's our only hope.

TEELA
(struggling to control her emotions)
What if he's---dead?

MAN-AT-ARMS
He's alive. Or Skeletor would have boasted about it.

TEELA
Oh, father, how could this happen?

MAN-AT-ARMS
Treachery. It's the only possible answer. All of a sudden they seemed to be everywhere. Someone must have let them through our defenses----

Suddenly, LOUD ROBOT VOICES SHOUT COMMANDS TO HALT from close by. SOUNDS OF A LASER SKIRMISH and the CLASH OF STEEL come from out of a deep gully nearby. Teela and Man-at-Arms draw their weapons, but in a moment all is silence again. Teela and her father exchange nervous glances.

A single SKELETORIAN ROBOT WARRIOR climbs out of the gully and staggers toward them, blinded, its inner mechanism whirring and clicking, before it collapses lifelessly at their feet.

A TALL MUSCULAR MAN climbs out of the gully, his cloak and hood hanging loose around him. Blond-haired and tall, a glowing sword in his hand, this is HE-MAN, the only living creature Skeletor fears.

(CONTINUED)

7 CONTINUED: (2)

HE-MAN sheaths his SWORD and LASER PISTOL as Teela and Man-at-Arms quickly rush over to him.

TEELA
Thank the Gods! I knew you'd make it!

HE-MAN
I appreciate your confidence. But travel is becoming difficult.

He grins at her, and she responds with a shy smile. She's never made her hero-worship of him a secret.

MAN-AT-ARMS
Where are the others?

HE-MAN
We are all that's left of the army of Eternia. But I have a plan that might work. Follow me.

He turns and leads them back down into the gully from which he emerged. They follow him, almost invisible in their camouflage cloaks.

8 EXT. GULLY - DAY

The gully is littered with the dismembered remains of ROBOT WARRIORS from the brief skirmish with He-Man. Parts of the robots still twitch with mechanical reflexes.

HE-MAN
They were waiting in ambush. I wonder what for?

TEELA
Father, they were watching us.

MAN-AT-ARMS
Waiting for you to show up.

HE-MAN
But I came from a direction they did not expect.

He touches his sword to the side of the gully, and a HIDDEN DOOR OPENS in the seemingly blank cliff face.

9 INT. CAVE BENEATH BATTLEFIELD

He-Man leads them inside and closes the cave door. A gentle glow from their battle armor provides enough light to see by.

HE-MAN
The Sorceress taught me many things about Greyskull that Skeletor has only begun to suspect.

TEELA
What is your plan?

HE-MAN
Free the Sorceress. As long as Skeletor holds her captive and feeds on her powers, he is unconquerable.

TEELA
But how can we get to her?

HE-MAN
Same way Skeletor overran our defenses and captured her. With a Cosmic Key---

TEELA
What's a Cosmic Key?

MAN-AT-ARMS
Something that creates a door to anywhere --- if such a tool exists.

HE-MAN
I have one here. With its inventor.

He-Man opens his cloak and reveals underneath, clinging to him for dear life, a terrified DWARF ALIEN, named GWILDOR. He-Man picks up the little alien and gently places him on the cave floor on his own two feet. Gwildor is no more than three feet high, and his clothing is covered with dozens of pockets and attachments for all kinds of small tools and appliances.

HE-MAN
Meet Gwildor, inventor and locksmith. From the lowlands of Thenur.

GWILDOR
When you hid me under your cloak you didn't tell me you would use me for a shield in laser battles.

(CONTINUED)

9 CONTINUED:

HE-MAN
It was the safest place I could think of. Are you still willing to help us free the Sorceress?

GWILDOR
Will it be dangerous?

HE-MAN
You are already in danger, little one. Do you think Skeletor will allow you to live, knowing such a valuable secret?

Little Gwildor cringes at this, as Man-at-Arms shakes his head in frustration.

MAN-AT-ARMS
He-Man, what good is this little Thenurian against----

HE-MAN
He invented the Cosmic Key for Skeletor.

Man-at-Arms and Teela both stare at Gwildor with surprise and anger. Gwildor scurries behind He-Man for protection.

HE-MAN(cont'd)
But he also made one for himself.

At a gesture from He-man, Gwildor reaches within his cloak and takes out a complex cylindrical object covered with glowing, blinking lights.

TEELA
Does Skeletor know there is a duplicate?

GWILDOR
Not until it's used. Then his key will respond to the gravitonic perturbation.

MAN-AT-ARMS
Naturally.

HE-MAN
We still have the element of surprise---if we move quickly.

CUT TO:

10 INT. THRONE ROOM - DAY

The Throne Room seems deserted, except for the Sorceress in her force field prison at the far end beside the throne.

He-Man and his three friends emerge cautiously from behind a sliding panel in the wall, their weapons drawn. He-MAN hesitates, doubt furrowing his brow.

HE-MAN
Empty. Just the Sorceress in a forcefield prison.

MAN-AT-ARMS
I don't like this.

HE-MAN
You're right. It's not like Skeletor to leave his prize unguarded.
(to Gwildor)
How long will it take you to open a door in that forcefield?

GWILDOR
A hundred heartbeats, more or less. I have to take a reading first, and compute the co-ordinates.

TEELA
Let's try. We've come too far to turn back.

MAN-AT-ARMS
I agree.

He glances at his daughter, proud of her fighting spirit. He-Man agrees reluctantly, all his warrior instincts telling him something is wrong, but unable to come up with a better idea.

HE-MAN
All right. Follow me.

He-Man presses a hidden switch, and a secret door swings open.

11 INT. THRONE ROOM - DAY

The four of them burst into the throne room with weapons ready. They run across the empty room to where the Sorceress floats unconscious, imprisoned inside the glowing forcefield.

HE-MAN
(to Gwildor)
Quickly---the key.

(CONTINUED)

11 CONTINUED:

Gwildor removes from beneath his cloak the complex cylinder covered with buttons, and blinking lights. He begins to punch, slowly and deliberately, a series of different buttons, which BEEP musically at his touch.

MAN-AT-ARMS
Hurry up.

GWILDOR
Every spot in space time has its own co-ordinates. I have to compute forty different irrational numbers----

Skeletor enters the throne room, triumphantly, followed by Evil-Lyn. The Commandos of his elite unit pour in through all the entrances of the room, with drawn blasters.

Skeletor laughs at this final victory over his arch-enemy.

SKELETOR
I thought you might be fool enough to try a rescue, He-Man. Now you are my prisoner.

Gwildor, is partly hidden behind the others, punching buttons frantically on his cylinder.

HE-MAN
Rule by Terror defeats itself, Skeletor. Someone will always rise up to fight you.

SKELETOR
You mean like little Gwildor, hiding there behind you?

Evil-Lyn notices that Gwildor is holding the cylinder. She calls out to Skeletor with alarm.

EVIL-LYN
He has another key! A duplicate!

Skeletor glances down at the Cosmic Key dangling from his own belt to make sure he still has it.

SKELETOR
Kill them! Quickly!

Evil-Lyn and the Commandos open fire with their laser rifles just as Gwildor's frantic efforts pay off and he blows OPEN A DIMENSIONAL DOOR IN THE FABRIC OF SPACE-TIME.

(CONTINUED)

11 CONTINUED: (2)

A RIPPLING VORTEX OPENS through infinity into another somewhere swallowing the laser fire.

Without a moment's hesitation, Gwildor dives through the DIMENSIONAL DOOR, followed by Teela, MAN-AT-ARMS, and He-Man.

As they fly into the spinning vortex of energy, the DIMENSIONAL DOOR SNAPS SHUT.

Skeletor screams with rage and frustration. He swings his great horned sceptor around and smites it on the floor of the throne room with a noise like thunder. The entire building shudders as if in an earthquake.

SKELETOR
Find them! Trace them! I want that other cylinder destroyed! And them with it!

Evil-Lyn summons her courage to confront his mighty wrath.

EVIL-LYN
It looked like he was pressing keys at random. There's no way to tell where they went.

SKELETOR
Then monitor the frequencies! Wherever they went, they'll use it again. And when they do---we can track them down.

CUT TO:

12 EXT. FOGGY LANDSCAPE - NIGHT

Four flaming figures fall through thick mist. They land on damp muddy soil covered with tufts of grass and clumps of heavy brush. The ground is wet enough to put out the fires of their burning clothing. They are scattered and isolated by the fog.

He-Man stands up, scorched and blackened by the laser fire, his cloak in tatters.

HE-MAN
Teela!

Teela answers him from somewhere to his right.

TEELA
Over here. My father's hurt.

(CONTINUED)

12 CONTINUED:

He walks through the dense fog and finds her kneeling beside her father, who is bandaging his ankle, which he seems to have hurt in the fall. Teela gives He-Man a silent look to indicate she is worried about her father but doesn't want to say so out loud. He-Man understands her concern, and immediately kneels beside Man-At-Arms and to starts poke and prod his ankle with sensitive fingers.

MAN-AT-ARMS
I'm all right, it's just twisted.

HE-MAN
I think you're right. It's just a sprain. You'll have to go easy on it. The gravity seems to be a little stronger here.

TEELA
What is this place? We're not on Eternia.

HE-MAN
Gwildor entered the co-ordinates. Maybe he knows something.

TEELA
I think I heard a splash over that way.

She leads them in the direction of the sound, supporting her father as he hobbles along beside her.

They find Gwildor stuck headfirst in a shallow pond, his legs pointing straight upwards and kicking fruitlessly.

He-Man wades in and pulls him out, spluttering and covered with mud, but apparently unhurt.

GWILDOR
Thank you. I thought I was going to suffocate in that loathsome stuff.

TEELA
It's only mud.

GWILDOR
That's easy to say when you don't have clogged gill slits---

Gwildor closes his mouth, pinches his nose, and blows--- sending a spray of muddy water out holes in the side of his neck. The three humans yell, and dodge the spray, laughing.

(CONTINUED)

12 CONTINUED: (2)

HE-MAN
If you're through clearing your, uh, gill slits, perhaps you can tell us where we are.

GWILDOR
We could be anywhere. Any planet in the galaxy. I had no time to renominalize the co-ordinates---

He-Man and Teela exchange ominous glances: this news doesn't sound good.

MAN-AT-ARMS
If we don't know where we are, how do we get back to Eternia?

GWILDOR
I'm not stupid, you know. I wouldn't build a device that didn't store its home co-ordinates. We just punch the return button---where is the cylinder, by the way?

They look around at the impenetrable wall of fog around them. Teela shivers.

HE-MAN
It can't be far. We'll split up and search for it.

MAN-AT-ARMS
Maybe we should stick together. We don't know what kind of dangers we might find on an alien world like this----

He pauses, as they become aware of the SOUND OF CRASHING BRUSH nearby, getting louder.

HE-MAN
Check the perimeter.

Man-at-Arms takes a small TARGET RADAR off his belt and sweeps it in a circle around the horizon. Its alarm beeps urgently.

INSERT: SCREEN OF TARGET RADAR.

The four of them are indicated by ELECTRONIC GRAPHICS standing next to the pond. A LARGE RED FLASHING BLIP is approaching them.

(CONTINUED)

12 CONTINUED: (3)

BACK TO SCENE.

MAN-AT-ARMS
It's bigger than the four of us put together!

The sound of the creature gets closer.

The three Eternians draw their weapons and stand in a defensive formation facing the danger. Gwildor crouches behind them, hiding his face in his hands.

TEELA
Let me blast it.

He-Man puts his hand on her arm and shakes his head.

TEELA
We can't take chances. There's too much at stake.

HE-MAN
It might be intelligent life.

The creature becomes faintly visible through the fog.

TEELA
By the Sorceress! It's ugly.

They are staring at a LARGE DAIRY COW.

HE-MAN
It seems harmless.

He-Man lowers his sword. Gwildor peeks between his fingers at the creature. The COW MOOS at them and walks away.

GWILDOR
What a hideous cry!

HE-MAN
Let's start searching for the Cosmic Key. Each of us will be responsible for one sector---

He draws a circle on the ground with his sword, then divides it into equal pie-shaped sectors.

HE-MAN
And remember, this is a strange planet. We have no idea what form intelligent life may take ---if there is intelligent life here---

CUT TO:

13 INT. ROADSIDE FAST FOOD DRIVE-IN - EARLY MORNING

Teenage JULIE WINSTON rings up an order and hands a bag of food out the service window of a fast food drive-in. She wears the ugly polyester uniform of the place, and she looks tired. The customer drives away from the window and Julie glances up at the clock. She slips off her stool and walks inside.

JULIE
Hey, Monica, I'm punching out. You're on.

Another girl in an identical polyester uniform, sleepily sipping coffee from a styrofoam cup, takes her place at the service window.

Julie takes her time card out of the rack, sticks it in the time clock, and punches out.

She deposits a quarter in the pay phone on the wall and dials.

14 INT. KEVIN'S BEDROOM - DAWN (INTERCUT WITH ABOVE)

Kevin is sitting half dressed on his bed, softly playing a minor-key melody on a battery powered portable synthesizer. The early morning sky is visible out the bedroom window beside him. A white summer tux is draped casually over a chair next to the bed. The RINGING PHONE jolts him out of his reverie with a start. He answers it.

KEVIN
Julie?

JULIE
I decided to quit a little early.

KEVIN
I'll be right down.

JULIE
Did you see the lights?

KEVIN
What lights?

JULIE
In the sky. A few minutes ago. Like a meteor or something. Over by the Interstate.

Kevin glances out his window at the low-lying clouds on the horizon.

(CONTINUED)

14 CONTINUED:

KEVIN
It's just the truck headlights bouncing off the clouds.

JULIE
It wasn't like that. It was weird.

KEVIN
Look, we can talk about it while we pack.

JULIE
I love you.

KEVIN
Ditto.

They hang up.

15 INT. ROADSIDE FAST FOOD DRIVE-IN - DAY

A burly TRUCKER comes inside and walks over to Julie, angrily holding out his bucket of bar-be-que chicken.

TRUCKER
What kinda ripoff is this!

JULIE
I'm off. Why don't you talk to the girl at the window?

TRUCKER
You sold it to me!

JULIE
O.K., what's wrong?

TRUCKER
No biscuits, no sauce, no potatoes!

JULIE
I'm sorry if there was some mistake, sir.

TRUCKER
You better be, sweetheart!

Julie takes the bucket from him with weary resignations and returns to the kitchen to replace the missing items.

16 EXT. HIGH WEEDS NEAR ROADSIDE FAST FOOD STAND - DAY

Teela sneaks through dense weeds, and stops at a place where she can watch from concealment the activity around the drive in place.

TEELA'S P.O.V.

She sees a teenage prom couple, still in their rumpled formals, sitting in a convertible, eating a huge breakfast bucket of bar-b-que chicken and ribs, with french fries, biscuits, cole slaw and all the trimmings.

ANGLE ON TEELA

She hears something and ducks back out of sight into the reeds. It's a STRANGE ANIMAL GROWL coming from her right.

Teela draws a laser pistol and crawls stealthily around to her right.

She comes up behind Man-At-Arms who is lying hidden in the high weeds spying with a CLOSE/REMOTE VIEWER on the activity around the drive-n.

The STRANGE ANIMAL GROWL is repeated, this time louder and accompanied by a GURGLING NOISE.

Teela steps on a twig and it SNAPS.

Man-At-Arms twists around to face her, a neutron blaster in his hand.

MAN-AT-ARMS
(whispering)
Never sneak up on me like that.

TEELA
This is my sector. You're not supposed to be here.

MAN-AT-ARMS
An old soldier learns to follow his nose.

Teela lies down beside him and they both spy on the prom couple.

TEELA
You're hungry too, huh?

MAN-AT-ARMS
Not me. During the siege of Kray, I went for thirty days without rations.

(CONTINUED)

16 CONTINUED:

TEELA
I heard your stomach growling way over there.

Man-At-Arms tries to change the subject, embarrassed at being so easily seen through by his daughter.

MAN-AT-ARMS
The natives look like us. I wonder if their body chemistry is the same---

TEELA
We'll have to try the food sooner or later.

MAN-AT-ARMS
They seem to be exchanging green rectangles of paper for the food.

TEELA
That's money. We've stumbled on a race of creatures who still use money--- like our ancestors did.

MAN-AT-ARMS
How can we get some?

TEELA
Father, our job is to search for Gwildor's key, not become involved with the natives.

Man-At-Arms sighs, puts away his CLOSE/REMOTE VIEWER, and starts to back away, but Teela puts her hand on his shoulder.

TEELA
Wait. Look.

THEIR P.O.V. OF THE CONVERTIBLE

The prom couple in the car have put their bucket of food in the back seat for a moment and are locked in an embrace.

MAN-AT-ARMS
(V.O.)
I was doing that before you were even born.

TEELA
Not the natives. There, in the bushes.

(CONTINUED)

16 CONTINUED: (2)

Something shakes a low shrub growing near the parked car. Suddenly a SEEKING GRAPPLER snakes out of the bush, seizes the bucket of food from the rear seat of the car, and quickly snatches it into the bush.

MAN-AT-ARMS & TEELA
(V.O.)
Gwildor!

ANGLE ON MAN-AT-ARMS AND TEELA

as they crawl rapidly away through the high weeds and circle around toward Gwildor.

They come upon him in a little clearing in the weeds, gorging himself on the biscuits and drinking the bar-b-que sauce.

MAN-AT-ARMS
Holding out on us?

Gwildor jumps with alarm and gives a loud squeak.

GWILDOR
I was going to share. I was.

Teela seizes some ribs and starts to devour them, while Man-At-Arms sets to work on a drumstick.

MAN-AT-ARMS.
Mm. Good food.

TEELA
(Talking with her mouth full)
We ought to---mmn mnnn---give them--- nrmm---something. In exchange.

She digs a diamond the size of a pigeon's egg out of her jewelled belt and hands it to Gwildor.

TEELA
These carbon crystals are probably valued here. It's a fair trade.

Gwildor puts the diamond in his SEEKING GRAPPLER, and shoots it through the weeds toward the hidden car.

MAN-AT-ARMS
(still working at his drumstick)
Interesting crust on the outside, too.

(CONTINUED)

16 CONTINUED: (3)

INSERT: CLOSE-UP OF BACK SEAT OF PARKED CONVERTIBLE

The GRAPPLER drops the diamond on the seat in the exact spot where the bucket of food was taken from, and then the GRAPPLER whips away.

ANGLE ON GWILDOR, TEELA, MAN-AT-ARMS IN THE WEEDS

as they continue gorging themselves. Teela has completely cleaned the meat from the bones at one end of the ribs.

TEELA
I wonder why they put the food on these little white sticks?

MAN-AT-ARMS
Those are rib bones.

Teela drops her ribs and gets a sick expression on her face.

TEELA
You mean, this used to be an animal?

Man-At-Arms nods with amusement, and Gwildor quickly vacuums up all the french fries into his mouth.

TEELA
What a barbaric world!

Man-At-Arms nods, and keeps on eating. Teela watches him, and Gwildor, who has just discovered the cole slaw.

TEELA
Still---it did taste good.

She picks up her half-finished ribs, brushes off the dirt, and starts to eat it again, much more slowly this time.

17 EXT. DRIVE IN - DAY

Julie is waiting outside for Kevin. More groups of prom couples, still in their formals, are arriving at the drive-in for their fast food breakfast. Julie's pink polyester uniform is in strong contrast to the girls' white full length gowns.

Kevin pulls up in his van. Julie climbs in the passenger seat, with a bucket of barbecued chicken, and they drive off.

18 INT. KEVIN'S VAN - DAY

JULIE
Harvey gave me this. If we don't have time to stop for Lunch.

KEVIN
He's a generous boss, old Harv.

JULIE
How was the prom?

KEVIN
You didn't miss much. We played better at the Elks club.

JULIE
What did you do after?

KEVIN
I just went home.

JULIE
I told you to go out, Kevin.

KEVIN
I would've been a fifth wheel. I'd really like to pound that old witch who said I couldn't take you.

JULIE
Come on, it's not her fault, she doesn't make the rules.

KEVIN
She could've made an exception.

Julie looks out the window at the past.

JULIE
Look, since we're so close, could I---stop off and see my parents?

Kevin slows down the van and gives her a searching look.

JULIE
We've got a couple of hours.

KEVIN
O.K., no problem.

He takes a left, and the van turns off the main road.

CUT TO:

19 EXT. CEMETERY - DAY

Julie stands silently looking down at her parents' twin graves. Kevin waits a few yards off where the van is parked on the access road.

Julie looks up from the graves, and turns to go. It's spring. Birds are singing in the trees. The sun is shining. A massive bed of petunias is in bloom nearby.

She stops to pick one of the flowers. Her eye sees the glint of something shiny among the leaves. She pulls the foliage aside and DISCOVERS GWILDOR'S COSMIC KEY, LYING ON THE GROUND.

She picks it up. It's covered with MULTICOLORED LIGHTS that flash constantly in a complex pattern.

She touches one of the keys, and the cylinder BEEPS PLEASANTLY at her. She is so surprised she almost drops it. Kevin walks over to her side.

KEVIN
What's that?

JULIE
I don't know. Somebody must've dropped it.

KEVIN
(shaking his head)
There's a big hole in the dirt. Like they threw it down hard.

She presses another key, and it makes a MUSICAL TONE.

KEVIN
Maybe it's some new Japanese synthesizer. Let me try.

She hands it to him, and he runs his fingers over the buttons, producing a cascade of MUSICAL TONES.

KEVIN
Wow!

JULIE
Do you think we should turn it in to the caretaker?

KEVIN
Naw, he'd just keep it himself.

Kevin clearly can't take his hands off the new toy. Julie becomes impatient.

(CONTINUED)

19 CONTINUED:

JULIE
The moving van's coming at ten.

Kevin hands the Cosmic Key back to Julie and walks back with her toward the van.

KEVIN
We can put an ad in the paper tomorrow, or something.

JULIE
You want to keep it. I know you.

CUT TO:

20 INT. ETERNIA/SKELETOR'S PALACE. NIGHT

Evil-Lyn comes running into the room excitedly and prostrates herself on the floor before Skeletor.

EVIL-LYN
The Cosmic Key has been activated! We have a bearing on them!

SKELETOR
How accurate?

EVIL-LYN
Within a parsec/year.

SKELETOR
The next time they use the Key, lock onto the source and open our own Dimensional Door.

EVIL-LYN
Who will you send?

SKELETOR
Our enemy may hope to lure us into an ambush. I will send Saurod---and Beastman.

Skeletor looks across the room at two HORRIBLE CYBORGS, who stand waiting in the shadows to do his bidding. BEASTMAN is a powerful creature with the body of a huge, hairy man and the face of a fierce carnivorous animal. SAUROD has a manlike body covered with scales, an elongated lizard-like face, and a constantly darting forked tongue.

(CONTINUED)

20 CONTINUED:

SKELETOR
(to the cyborgs)
Go through to where this other Key is, find it, bring it to me. And kill any refugees from Eternia---

The two horrible cyborgs salute uneasily.

SKELETOR
He-Man is no doubt raising an army against me----so do not fail. You know the penalty----

CUT TO:

21 EXT. WOODS - DAY

Gwildor is hurrying along through woods along a cinder bridlepath. He is looking at a FLASHING INDICATOR LIGHT on a scientific instrument he holds in his hand.

Suddenly a LOUD ROARING SOUND stops him in his tracks. It gets deafeningly loud. He sinks to his knees and covers his ears.

TWO HUGE mufflerless streetbikes pull up SNARLING on either side of him with a spray of cinders. Gwildor cringes in a ball between them, his eyes shut, waiting to be destroyed by some alien monster.

TWO HELL'S ANGELS in black leather and greasy denims look down at him, crouched between them.

BIG DADDY
Looky here, whata we got?

GREASER
Some kinda midget from the circus. Hey, I'm talkin' at you, freak.

Greaser pokes Gwildor with his foot. Gwildor straightens up and darts away into the forest. The two bikers exchange a did-you-see-what-I-saw glance and roar away after Gwildor on their bikes.

Gwildor leads them a short chase dodging through the tree trunks before they corner him and Greaser picks him up by his belt and holds him dangling and kicking and sputtering incoherently in mid-air. The two bikers stare astonished at their prize.

BIG DADDY
(with awe)
He ain't human!

(CONTINUED)

21 CONTINUED:

GREASER
Ain't no animal neither.

BIG DADDY
We might could sell him to a zoo.

GREASER
Or the T.V.

GWILDOR
Please. Put me down.

BIG DADDY
Hey! It talks!

GREASER
What the hell are you?

GWILDOR
(quavering with fear)
I am Gwildor, technolgist of Thenur. Let me go and I will reward you.

GREASER
Reward? With what?

GWILDOR
I will sing you a beautiful ballad of Thanks. I am an accomplished singer.

The Greaser shakes Gwildor angrily at what he regards as a smart-ass remark. Gwildor shrieks. The bikers laugh.

He-Man steps out of the woods into view.

HE-MAN
Put him down.

The two bikers turn at the sound of his voice, and stare in amazement at the sight.

BIG DADDY
(to Greaser)
I told you he was from the circus. There's another one.

HE-MAN
Put him down. Now.

Greaser is not completely confident of challenging this powerfully built stranger, but he is reluctant to follow his orders, especially in front of another biker.

(CONTINUED)

21 CONTINUED: (2)

GREASER
Yeah? What if I don't? You gonna do something about it?

With his hand that isn't holding Gwildor, Greaser pulls out an enormous switchblade knife and snaps it open with a click. Sunlight glints on the six inch blade. Big Daddy, not to be outdone, pulls a big Bowie knife from his saddlebag, and REVS his motor menacingly.

He-Man draws his FOUR FOOT LONG SWORD from the scabbard slung across his back.

The two bikers realize instantly that they have gotten in over their heads. Greaser drops Gwildor, and he and Big Daddy start to turn their bikes around to flee.

He-Man steps forward and SLICES THE REAR WHEEL OFF THEIR BIKES with two swift strokes of his magic sword.

The bikes collapse, spilling their riders. The bikers scramble to their feet and run away in terror.

He-Man turns to Gwildor.

HE-MAN
Did they hurt you?

GWILDOR
Just delayed me. I picked up signals from the Cosmic Key! Not far from here.

HE-MAN
Where?

Gwildor looks around, trying to orient himself, and finally decides which direction he was headed when he met the bikers.

GWILDOR
That way, I think.

He-Man picks him up, and carries him in the indicated direction.

22 EXT. WOODS - EDGE OF CEMETERY - DAY

They come to the edge of the woods. He-Man walks along an iron fence bordering the cemetery property.

CUT TO:

23 EXT. CEMETERY / PETUNIA BED - DAY

They are looking down at the indentation in the soft earth of the flower bed where the Cosmic Key landed and left a perfect impression of itself.

HE-MAN
Whoever took it, will use it again. We have to find it before Skeletor does.

CUT TO:

24 INT. JULIE'S PARENTS' OLD HOUSE - DAY

Kevin is carrying the last cardboard movers' box packed with Julie's personal possessions out of the empty, deserted rooms of Julie's parents' house. The place looks sad and forlorn, with nothing in it but the wall-to-wall carpet and the drapes. Pale rectangles on the painted walls are the only trace of where family photographs and pictures had hung.

Julie stands in the middle of the empty kitchen looking wistfully around her at the house she grew up in. She clutches the bucket of barbecue chicken like a teddy bear.

25 EXT. JULIE'S PARENTS' OLD HOUSE - DAY

Kevin carries the box out of the house, across the front porch, and down to his van parked in the driveway.

A big yellow MOVING VAN pulls up in front of the house and parks. Movers hop down from the cab and start to unpack their truck. A white Cadillac pulls up and parks behind the moving van. A fat businessman, the new OWNER, climbs out of the Cadillac and walks over to Kevin.

OWNER
I thought you'd be out by eleven.

KEVIN
We're almost done.

OWNER
And I want the keys, all the keys.

KEVIN
You'll get what's coming to you.

OWNER
Don't sass me, young man. This place has been in foreclosure for six months. She was lucky she got to hang on as long as she did.

(CONTINUED)

25 CONTINUED:

Julie appears on the front porch, and the owner shuts up. Kevin glowers at him.

JULIE
I have the keys.

OWNER
Good. And what about that monstrosity?

He points to a large ceramic garden sculpture of a deer standing on the lawn.

JULIE
We'll have to come back for it. There's no more room in the van.

OWNER
I'll give you until sundown to haul it off, or I put it out for the garbage man.

JULIE
We'll pick it up. I promise.

OWNER
Why you want a ugly thing like that?

JULIE
My mother sculpted it. It's the only thing I --- never mind.

She hands him all the keys. He clips them onto his key ring and grins at her.

OWNER
Remember, by sundown, or it goes into the dumpster.
(to the movers)
O.K., boys, let's hustle! I got a testimonial dinner to go to tonight.

Kevin puts his arm around Julie's shoulder and leads her to his van.

KEVIN
Come on, let's get out of here, before I pound that guy.

CUT TO:

26 EXT. CENTRAL HIGH SCHOOL - DAY

Kevin and Julie drive up and park the van next to the gym at Central High. Kevin walks over and knocks on the door.

The JANITOR opens it from inside.

JANITOR
I thought you said you'd be here at noon.

KEVIN
Yeah, well, we're running a a little late today.

JANITOR
I'm going out for a pizza. Be back in a half an hour. Make sure the door's locked when you leave.

KEVIN
O.K., Carl.

The janitor leaves, zipping up his jacket, and catches sight of Julie waiting in the van.

JANITOR
Hey, you two. No fooling around in there.

KEVIN
I'm only gonna pick up my equipment.

JANITOR
Yeah yeah. Just don't burn the place down.

Carl walks off toward his car, and Kevin and Julie walk into the gym.

27 INT. HIGH SCHOOL GYM - DAY

The prom decorations are still up, but the place shows the wear and tear of a big party: empty styrofoam cups with flat soft drinks. A plaid cummerbund draped over the back of a folding chair. Confetti. The faded blossoms of shattered corsages.

Julie looks at the empty punch bowl and the trays full of dried out brownies at the refreshment table. She kneels down and picks up a pair of discarded high heel shoes from under the table. One of the heels is missing.

(CONTINUED)

27 CONTINUED:

Kevin is up on the stage, where the band's equipment is still set up, fooling around with the Cosmic Key. Julie walks over to him.

JULIE
What are you doing?

KEVIN
Before I unplug everything, I just wanted to amp this thing up and hear it.

Kevin attaches a contact mike to the Cosmic Key, flicks on his amp, and starts to press buttons.

He runs his fingers over the buttons of the Cosmic Key. The MUSICAL TONES now burst out loud and clear at full room volume, shaking the windows.

Kevin pauses, moved by the strange unearthly power of the sound. Julie points to a red knob on the end of the Cosmic Key.

JULIE
What's that for?

KEVIN
Probably a fuse or something.

Kevin tweaks the knob, and the Cosmic Key blasts out a complex series of TONES. The Key also projects STRANGE PATTERNS of LIGHT in the air around them, like whirring lines of force around an atomic nucleus.

They are transfixed with awe at the sight.

CUT TO:

28 INT. SKELETOR'S WEAPONS ROOM/ CASTLE GRAYSKULL/ ETERNIA

Alarms scream and lights flash in a room full of high tech equipment. Evil-Lyn is standing over a huge console, frantically manipulating the controls.

One by one a series of DIGITAL VISUAL DISPLAYS lock onto ever diminishing sectors of the galaxy. WE SEE A COMPUTER GRAPHIC IMAGE of the solar system. Then Earth. Then the Western Hemisphere. Then The United States.

And on down through the clouds until we have an EXTREME HIGH ANGLE VIEW of Central High School with a FLASHING RED CIRCLE highlighting the Gymnasium.

SKELETOR
That's close enough.

(CONTINUED)

28 CONTINUED:

Evil-Lyn jumps with surprise at the deep voice in her ear. She had not noticed Skeletor enter the room and stand behind her.

SKELETOR
Let us begin to open the dimensional door.

Skeletor takes the original Cosmic Key cylinder, which hangs at his belt, and hands it to Evil-Lyn.

She punches various buttons on the device, reading each number from strange symbols displayed on her console.

The cylinder BEEPS MUSICALLY and makes SOUND and LIGHT patterns much like those we just heard on Earth.

CUT TO:

29 EXT. EARTH/ FOREST - DAY

He-Man and his Gwildor are sitting under the boughs of a giant oak. Gwildor suddenly starts hopping up and down.

HE-MAN
More of those itching insects?

GWILDOR
Gravitonic waves. Someone is using the Key again!

He shows him the flashing indicator light on his radiation detector.

GWILDOR
About five metrons from here. In that direction.

HE-MAN
Let's go.

He-Man picks up Gwildor and starts off in the indicated direction.

CUT TO:

30 INT. SCHOOL GYM - DAY

Kevin holds the Cosmic Key like the most precious object on Earth.

KEVIN
This is something major. Let's take it over to Charlie. He'll know what it is.

(CONTINUED)

30 CONTINUED:

Julie is sitting on the floor, leaning against one wall, exhausted.

JULIE
You go ahead, I'll stay here. I'm exhausted. I've been on my feet since last night.

He looks over at her seated forlornly against the wall, her shoes kicked off, her shoulders drooping with fatigue. Kevin feels a twinge of guilt mingle with his overwhelming excitement about the strange new synthesizer.

He frowns uncertainly.

KEVIN
I'll be right back. Fifteen minutes, tops.

JULIE
It's O.K. I'd kinda like to be alone for a while. I've got a lot of things to think about. You know, like my plans.

She's really asking him to stay with her, but he's too young to know it, and she's too proud to ask him directly. He heads for the door.

KEVIN
Don't let anybody in. Except Carl.

JULIE
Don't worry. I'll guard the stuff.

KEVIN
You're terrific.

He hurries out the door with the Cosmic Key in his hand. Outside, she hears the door to his van slam, the motor start, and the sound of him driving off.

She takes a few things out of her shoulder bag and looks at them: A LOCKET WITH A PICTURE OF HER MOTHER INSIDE.

A SNAPSHOT of her father standing beside a small private plane.

A much-folded clipping from the paper saying: "Local Couple Die In Plane Crash."

CUT TO:

31 INT. WEAPONS ROOM/ CASTLE GRAYSKULL/ ETERNIA

Skeletor turns to his two monstrous cyborg minions, who stand ready and armed.

SKELETOR
The Door will open briefly, then close. The Door will re-open again 36,000 seconds later. There will be no second chance.

CUT TO:

32 INT. SCHOOL CAFETERIA - DAY

The cafeteria is deserted and the only sound is the quiet hum of the refrigerators. Suddenly there is a SCREECHING SOUND like the rending of steel and a HOLE IS BLASTED in the Space/Time Continuum.

A DIMENSIONAL DOOR EXPLODES OPEN FROM ETERNIA. Beastman jumps out onto the floor of the cafeteria.

Behind him, his hideous comrade can be seen slowly crawling along a SWIRLING VORTEX OF ENERGY.

33 INT. GYM - DAY

Julie stares at the closed double doors between the gym and the cafeteria. The hair stands up on the back of her neck. She calls out nervously.

JULIE
Kevin? Is that you?

34 INT. CAFETERIA - DAY

Beastman is surprised by her voice from the next room. He whirls and accidentally knocks over a stack of empty food trays.

Behind him, Saurod, fully armed with a blaster, crawls out of the DIMENSIONAL DOOR into the cafeteria.

35 INT. GYM - DAY

Julie approaches the double doors fearfully, in her bare feet.

JULIE
Kevin, if this is a joke, it's not funny.

36 INT. CAFETERIA -DAY

The Cyborgs begin to mutter in a low bestial grunting language among themselves.

Beastman signals for silence with a glare and a growl, and indicates the double doors to the gym.

37 INT. GYM - DAY

At these noises from the cafeteria, Julie begins backing away from the double doors. When she's half-way across the floor, Beastman bursts into the gym followed by Saurod. Behind them THE DIMENSIONAL DOOR is visible with its long ENERGY VORTEX leading back to the room in Skeletor's palace.

Julie screams, and runs out the far door of the gym into the deserted corridors of the school.

SAUROD FIRES A BLASTER at her. The shot misses, but MELTS most of the band's equipment on stage, and SETS FIRE to the stage CURTAINS.

Saurod raises his blaster for another shot, but Beastman grabs his hand.

BEASTMAN
Take her alive! She may know where to find the Key!

The cyborgs dash out of the gym after Julie as the DIMENSIONAL DOOR snaps SHUT behind them.

38 INT. LIBRARY - DAY

Julie finds the library unlocked and dashes inside. She hides in the darkened stacks. Her heart is pounding like a trip hammer, but she tries to be absolutely still.

39 INT. SCHOOL CORRIDOR - DAY

Beastman and Saurod race down the corridor. They pause at the library door, and Saurod looks to him for orders.

BEASTMAN
Search every room!

Saurod enters the library and Beastman runs off down the corridor.

40 INT. LIBRARY

Saurod walks cautiously through the library, flicking his tongue in and out. He seems to be following her trail, because he heads directly for the stacks. He pauses, flicking his tongue in and out.

Hidden in a nook deep in the stacks, Julie holds her breath.

Suddenly SAUROD'S ARMS burst through the books behind her and grab her. At the same time Saurod sets up a piercing reptillian SHRIEK of triumph.

Julie struggles helplessly in his grip, her bare feet slipping on the tile floor. Saurod's sharp claws dig into her clothing, tearing long, fashionable RIPS into the cloth.

Saurod hisses at her in a harsh alien voice.

SAUROD
Where is He-Man? And the Cosmic Key! Where is the Cosmic Key?

With a convulsive effort, Julie flings herself backward against the bookshelf, which FALLS OVER on top of Saurod, pinning him beneath it.

Julie wriggles free from his grasp and shoves over the last bookshelf, which topples all the others like a row of dominoes on top of Saurod. Then she flees headlong out the door.

41 INT. SCHOOL CORRIDOR - DAY

Julie runs down the hall, desperate with terror. She ducks into the next unlocked door just before Beastman comes into view at the far end of the hall.

42 INT. SCIENCE LAB - DAY

She's in the science lab. A big banner proclaims: CENTRAL HIGH SCIENCE FAIR. The room is full of exhibits, little booths, posters, and caged lab animals.

Julie jumps with fright as a MODEL ROBOT TURNS AND ATTACKS her with a toy gun.

TAPE RECORDING
"Got you! Intruders will be a thing of the past once computer home security devices such as this are common. If this robot had been using a real gun, you would be dead."

Julie stands panting with terror, uncertain where to hide.

43 INT. LIBRARY/ CORRIDOR - DAY

Beastman rescues Saurod from beneath the pile of book shelves. He babbles his lame excuses to Beastman in a hissing, reptillian language.

Beastman silences him with a growl. They run out of the library and down the corridor in the direction Julie went.

Outside the science class room, Beastman tries the door and finds it locked. The other one goes down the corridor, but something makes him pause. He sniffs the air like a predator. Then he puts his shoulder to the door and shoves.

44 INT. SCIENCE LAB - DAY

The door bursts in off its hinges and Beastman steps inside.

The MODEL ROBOT SHOOTS HIM with its toy gun.

Beastman dives to he ground, draws his blaster, and FIRES in one fluid motion, MELTING THE ROBOT.

TAPE RECORDING
"Got you! Intruders will be a thing of the past once computer home security devices such as th---"

Beastman picks up the talking tape recorder and angrily shatters it against a wall.

45 INT. SUPPLY CLOSET/SCIENCE LAB

Julie watches trembling through a louver in the supply closet door as Beastman smashes his way through the science fair.

He comes to the supply closet. He pauses and sniffs. He turns the doorknob. It's locked. He yanks the door off its hinges and hurls it aside.

Julie reaches behind her on the shelf and hurls a BOTTLE OF SULFURIC ACID into Beastman's face. He screams in pain and reels backward, clutching at his eyes.

Julie darts out of the closet and into the adjoining chemistry lab.

Saurod rushes in from the corridor. He ignores Beastman's screams and hurries through the open door to the chemistry lab.

46 INT./EXT. SCHOOL CORRIDOR/ENTRANCE - DAY

Julie dashes down a short corridor, bursts through a safety door, and runs away across a sunny lawn.

47 EXT. SCHOOL CAMPUS/WOODS - DAY

Julie runs across the football field toward the edge of the nearby woods.

Beastman and Saurod run out of the school in time to see her plunge into the deep shadows of the wooded park.

48 EXT. WOODS - DAY

Julie flees through the woods, her feet bleeding and her dress torn into shreds by the clutching undergrowth.

49 EXT. EDGE OF WOODS/ JUNKYARD - DAY

She runs out the other side of the woods and into the fence alongside the city dump. She runs along the cyclone fence, until she comes to a spot where the mesh is torn open. She ducks inside through the hole.

50 EXT. JUNKYARD - DAY

Julie runs through the junkyard, dodging around piled up rusting hulks of cars, heaps of old appliances, mountains of tin cans, hills of scrap paper.

She glances back over her shoulder for an instant and literally collides with He-Man.

He-Man instinctively puts his arms around her to keep her from falling and holds her for a moment against his massive chest. Then he carefully replaces her on her feet on the ground, still holding her by her shoulders, and looks into her eyes.

HE-MAN
Don't be afraid. I won't hurt you.

She sees such gentleness and concern in his face that she trusts him. Despite his strange costume and his enormous musculature he is undeniably human, in contrast to the monsters pursuing her.

HE-MAN
What are you running from?

(CONTINUED)

50 CONTINUED:

She struggles to control her hysteria, and manages to gasp out a few words before she dissolves in helpless sobbing.

JULIE
Horrible---things---not human-----

He-Man frowns as he realizes the truth.

HE-MAN
Stand behind me---you'll be safe.

He steps in front of her to meet her pursuers, whose approach is signaled by the sound of running footsteps. He draws his SWORD and holds it up in the air.

Julie stays behind him, clinging to his long grey cloak.

Beastman runs around a stack of old washing machines, his face horribly swollen and blackened from the acid burns. He sees He-Man confronting him instead of a terrified girl. Beastman fumbles for his neutron gun.

BEASTMAN
He-Man!

Saurod, appears from behind Beastman, his weapons drawn.

HE-MAN
By the Power of Greyskull, I command you to surrender.

A DAZZLING LIGHT SHINES FORTH FROM HIS SWORD, blinding the two Cyborgs. The neutron gun in Beastman's hand GLOWS WHITE HOT, and Beastman drops it with a howl of pain. Saurod's blaster MELTS, and his laser pistol EXPLODES.

Saurod snarls with fury and launches himself at He-Man.

He-Man's sword slices through Saurod in mid-air. Saurod's tail is severed and falls twitching to the ground. Saurod himself is hurled sideways by the force of the blow and lands behind a heap of old automobile tires.

Beastman and Saurod circle around, trying to outflank He-Man, but he turns swiftly from side to side, his magic sword whirling in a deadly perimeter.

He-Man draws a LASER PISTOL from his belt and FIRES at Saurod behind the mound of tires, which BURST INTO FLAME.

Then He-Man turns to deal with Beastman. But Beastman ducks behind a heap of rusted-out car bodies.

(CONTINUED)

50 CONTINUED: (2)

HE-MAN
You're my prisoners. Surrender and you won't be harmed.

Suddenly a LASER BEAM from another direction hits the mountain of rusty cars. Beastman and Saurod choose to flee instead of surrender. They dash away into the far reaches of the junkyard, as Teela and her father arrive with blazing LASERS.

HE-MAN
They must have a Door to Eternia! Follow them!

Teela and Man-At-Arms race off after Beastman and Saurod, and He-Man turns to Julie, who is still clinging to his cloak, her face white with terror.

HE-MAN
They're gone. And you'll be safe with us. Understand?

She nods her head slowly. She trembles slightly and her teeth are chattering with shock.

He looks down at her bloody feet and her shredded dress. He takes the dark heavy cloak off his shoulders and puts it around hers.

HE-MAN
This'll keep you warm. Let's see about your feet.

He picks her up and carries her a few yards to a dripping water spigot. He puts her down on a pile of cinder blocks and kneels down beside her. Then he gently washes the blood and dirt from her feet, while she clutches the heavy cloak tight around her.

HE-MAN
Let me explain all this to you. We're from another world, far away from this one. My friends and I are fighting a war---against a power of absolute evil. Our only hope of winning that war is if we can find a certain object: a kind of key that makes a Door to anywhere. With that key, we can return home, and destroy this evil power.

He dries her feet on the hem of his cloak and takes out a small vial of wound salve from his belt. Her teeth are still chattering with shock and residual terror, and he's not sure how much of his explanation she has taken in.

(CONTINUED)

50 CONTINUED: (3)

HE-MAN
This will heal those cuts.

He rubs the salve on the soles of her feet. The open cuts and raw bleeding places heal instantly with fresh new skin as if they had never been injured.

JULIE
It itches.

HE-MAN
(gently)
That means it's done. Stand up.

She stands up tentatively and takes a few steps. She looks at him shyly.

JULIE
Thank you.

He-Man smiles at her and tucks the salve away.

CUT TO:

51 INT. ELECTRONICS STORE - DAY

Kevin walks into Charlie's Electronics and Music Store, with the Cosmic Key in his hand. He goes over to Charlie, who is behind the counter table eating a slice of pizza. The place makes its money on VCR's and TV's, but clearly Charlie's heart is rock 'n roll, judging by the number of amps, synthesizers, guitars, and musicians' gear he stocks.

KEVIN
Charlie---wait'll you see this!

CHARLIE
Hey kid, I heard you were good at the dance last night.

KEVIN
I did my Prince imitation, you know, where I kick over the mike. Blew 'em away. But take a look at this.

He hands the Cosmic Key to Charlie.

CHARLIE
I've seen those before. It's Japanese.

(CONTINUED)

51 CONTINUED:

KEVIN
I don't think so.

Charlie punches a few buttons and DEEP REVERBERATING TONES SOUND. Strange LIGHT PATTERNS FLASH briefly in MID-AIR above the counter.

CHARLIE
(with awe)
Holy cannoli!

Kevin smirks and takes the Cosmic Key from Charlie, who parts with it reluctantly. Kevin pretends he's leaving.

KEVIN
Well, if you seen 'em before---

CHARLIE
Hey, come back here. Where'd you get that? You wanna sell it?

KEVIN
I found it. Out in a field. I thought you might know something about it.

Charlie shakes his head.

CHARLIE
Never saw nothing like that. Gonna work it into your act? What kinda batteries does it use.

KEVIN
And how do I replace 'em when they run down. It's sealed. I gotta take it apart----

TWO POLICE CARS and a FIRETRUCK race past the store windows, their SIRENS SCREAMING and RED LIGHTS flashing. Other SIRENS can be heard.

KEVIN
What's that?

CHARLIE
D sharp.

KEVIN
No it sounds like it's out by the school.

(CONTINUED)

51 CONTINUED: (2)

CHARLIE
Oh, you're really interested. I thought you were just feeding me the set-up.

Charlie flips on a police scanner behind the counter.

POLICE DISPATHCER (V.O.)
All units, proceed to Central High School. Fire and vandalism. Possible arson. Repeat, all units----

KEVIN
Julie!

He runs out of the shop, hops in his van, peels rubber, and makes a U-turn in the middle of main street. A POLICE CAR racing past doesn't bother to stop and give him a ticket.

52 EXT. FOREST - DAY

Julie is sitting on the rock beside a stream, sipping from a flask of combat vitamins that normally hangs on the belt of Man-at-Arms. She still looks shocked and stunned from her ordeal.

HE-MAN
You feeling better?

Julie nods.

HE-MAN
Good enough to answer some questions?

Julie nods again.

HE-MAN
We have to know. For our safety and yours. Why were those creatures chasing you?

JULIE
I don't know. They came out of no where---

HE-MAN
Did you see a small metal thing---
(He gestures in the air to show her what he means.)
about this size, covered with lighted buttons?

(CONTINUED)

52 CONTINUED:

Julie nods. He-Man becomes intensely excited.

JULIE
My boyfriend was playing with it. It made music---and patterns in the air.

HE-MAN
That's the Key! That's what drew those creatures to you. Where is it now?

JULIE
Kevin has it.

HE-MAN
Then we must find him at once. He is in great danger.

CUT TO:

53 EXT. SCHOOL - DAY

A firetruck and two police cars are already parked in front of the school when the boys arrive. Carl the Custodian is talking excitedly to the policemen.

Kevin tries to run inside the gym, but a police detective stops him at the door.

KEVIN
My girlfriend. Is she all right? Where is she?

DETECTIVE
There's nobody in there but the firemen.

KEVIN
(frantic)
I left her here ten minutes ago!

DETECTIVE
She's not in there now. These hers?

He holds up Julie's shoes.

KEVIN
Yeah. Where'd you find 'em?

(CONTINUED)

53 CONTINUED:

DETECTIVE
I'm asking the questions. I think I'd like you to take a little ride downtown, son.

Kevin starts to back away from the cop.

KEVIN
Hey, wait a minute. I didn't set any fires.

54 EXT. EDGE OF THE FOREST FACING SCHOOL - DAY

Julie and the three Eternians come to the edge of the forest and see the activity around the school a quarter mile away: two firetrucks, four police cars, and a crowd of curious onlookers. He-Man, Teela, and her father immediately take cover behind the trunks of some tall trees.

In the far distance, Julie sees Kevin shoved into a police car and driven away.

JULIE
That's him. That's my boy friend! They're taking him away. I bet they think he wrecked the school.

HE-MAN
Where will they take him?

JULIE
Jail, I guess. But they have to let him go. He's a juvenile.

HE-MAN
We'll go after him, when Gwildor joins us. Why isn't he here?

TEELA
Thenurians aren't the bravest race, you know. They like to take their time in answering a distress call.

JULIE
Who's Gwildor? And what's a Thenurian?

A voice on their right snaps out a command.

VOICE
Freeze! Right there, don't move!

(CONTINUED)

51 CONTINUED:

They turn to see a nervous cop covering them with drawn revolver.

MAN-AT-ARMS
It's a projectile weapon. Small metal ballistic payload, propelled by an oxidative chemical reaction.

TEELA
Primitive, but deadly at short range.

POLICEMAN
No talking! Put your hands behind your heads. And move out where I can see you.

JULIE
Do what he says. They shoot you for looking cross-eyed in this state.

They put their hands behind their heads as instructed.

HE-MAN
Teela. Ready somnotron, low power, wide.

POLICEMAN
I said button your lip, Blondie. What is this, some kind of fraternity initiation?

They step out an face him, truly a bizarre sight. Even Julie looks strange, barefoot and in her oddly shredded dress.

HE-MAN
We are strangers here. Please explain to us if we have broken one of your taboos.

POLICEMAN
There's a lot of broken stuff and a fire at that school over there. And I'm taking the whole bunch of you in for questioning. You have the right to remain silent, and the ---

MAN-AT-ARMS
But that is contradictory. There's no point questioning someone who has the right to remain silent.

(CONTINUED)

54 CONTINUED: (2)

POLICEMAN
Oh, you're one of those, huh?
O.K., wise guy, on the ground,
face down, hands behind your back.

The policeman fumbles at his belt for a pair of cuffs. Suddenly GWILDOR'S SEEKING GRAPPLER snakes out from the underbrush, seizes the policeman's revolver, and snatches it away.

HE-MAN
Teela! Now!

The policeman grunts with astonishment as he turns and sees a tiny little alien holding his revolver and grinning at him from underneath a wild sumac.

Teela draws and fires her somnotron at the policeman, who keels over unconscious with a blissful smile on his face.

Julie cries out with dismay.

JULIE
You killed him!

Teela holsters her somnotron in its sheath on her thigh.

TEELA
He's asleep. He'll wake up in a
few hours feeling refreshed.

Gwildor waddles out from cover, slipping the policeman's revolver into a vacant loop on his utility belt. He speaks to Julie.

GWILDOR
My name is Gwildor. From Thenur.
I am a technologist.

Julie is frightened of Gwildor, at first, especially the way he is absent-mindedly balancing the policeman's revolver on one fingertip. But Gwildor comes over and looks at her with his large, kindly eyes, and her fear melts.

JULIE
My---my name's Julie.

TEELA
She knows who has the Cosmic Key.

HE-MAN
How do we find him, Julie?

(CONTINUED)

54 CONTINUED: (3)

JULIE
My old house. We were supposed to go back there before tonight. He'll go there looking for me when he's done with the police.

HE-MAN
Is it far?

JULIE
We can walk. Only----

Julie glances at Gwildor.

MAN-AT-ARMS
I'll carry him on my back.

He lifts his cloak, Gwildor hops up and clings to his back. Then Man-At-Arms pulls his cloak back in place---and becomes a strangely dressed hunchback.

MAN-AT-ARMS
How do we look? Almost like natives?

Julie frowns. How to explain tactfully that they still look rather strange?

She shakes her head dubiously.

JULIE
People are gonna think you're weird. I mean, like, this isn't California.

HE-MAN
Let's go. If anyone questions us, Teela has the somnotron.

They set out walking in the direction of Julie's house, with Julie and He-Man in the lead.

CUT TO:

55 INT. POLICE STATION - DAY

The skeptical detective is questioning Kevin in his cubicle office. Kevin slouches glumly in his chair, with the Cosmic Key in his lap.

DETECTIVE
So you have no idea how the fire started?

(CONTINUED)

55 CONTINUED:

KEVIN
Look, we already went over all this.

DETECTIVE
What about the library and the science lab?

KEVIN
All I know is I left Julie at the school, and now she's gone. She doesn't have any shoes or transportation. Why aren't you out looking for her instead of treating me like a criminal?

The detective lights a cigarette and puffs on it thoughtfully.

DETECTIVE
I talked to the vice principal, Miss Krohl? She said the girl was forced to drop out of school for financial reasons----

KEVIN
Her parents were killed in a plane crash.

DETECTIVE
Whatever. Anyway, you ask for permission to bring this girl to the senior prom, Miss Krohl says no drop-outs allowed. Gives the girl a pretty good motive for vandalism, don't you think?

KEVIN
She wouldn't do a thing like that.

DETECTIVE
Who'd you end up going to the prom with?

KEVIN
I was in the band. I didn't have a date.

Kevin tries hard to keep from adding what he thinks of the assistant principal. The detective offers him a cigarette.

DETECTIVE
Relax, kid. Smoke?

(CONTINUED)

55 CONTINUED: (2)

KEVIN
You kidding? The surgeon general says it's bad for my health.

DETECTIVE
It's bad for your health to be a smartass with the police.

KEVIN
What are you going to do? Lock me up for not smoking?

DETECTIVE
There's no charges. Yet. You're free to go.

Kevin stands up, holding the Cosmic Key.

KEVIN
All this time we wasted, I could've been out looking for her.

DETECTIVE
If you find your girlfriend, tell her I want to talk to her, O.K.?

KEVIN
She's innocent. The sooner you talk to her, the sooner you'll know that.

DETECTIVE
(with a friendly smile)
Thanks for your help, son. I may want to ask you some more questions later on. So stick around town.

Kevin walks out the door and down the corridor. The Detective stares after him, coldly.

His phone rings and he picks it up.

DETECTIVE
Burglary, Detective Lubic. Where? What? Asleep? No, I'll meet you at the hospital.

He slams down the phone and grabs for his coat on the run.

CUT TO:

56 INT. VANDALIZED SCHOOL GYMNASIUM/CAFETERIA - DUSK

The Janitor is cleaning up the mess in the school. He grumbles to himself as he shovels ashes and debris into a large wheeled trash can.

Beastman and Saurod appear at the window. The custodian turns, sees them, and screams with fright.

THE DIMENSIONAL DOOR TO ETERNIA EXPLODES OPEN in the center of the room.

The custodian turns, sees the VORTEX EXTENDING BACK TO SKELETOR'S PALACE, and begins to tremble.

Beastman and his companion leap in through the window, scattering broken glass, and then through the DIMENSIONAL DOOR INTO ETERNIA.

The DIMENSIONAL DOOR INSTANTLY SNAPS SHUT behind them. The custodian faints onto the cafeteria floor.

CUT TO:

57 INT. ETERNIA/SKELETOR'S WEAPONS ROOM - DAY

Beastman and Saurod stand in front of Skeletor and Evil-lyn.

Beastman's face is horribly burned from the acid.

SKELETOR
Report.

BEASTMAN
No trace of the Key, but we fought with He-Man and his friends.

SKELETOR
And you survived because you ran away?

SAUROD
Our weapons were neutralized.

SKELETOR
You failed to shield your powerpacks.

SAUROD
It was a strange world. We are lucky to be alive.

SKELETOR
Not as lucky as you think.

(CONTINUED)

57 CONTINUED:

Skeletor points his ram-headed scepter at him. Several ROBOT WARRIORS seize Saurod and drag him off, screaming and struggling in vain.

Beastman falls to his knees and grovels in front of Skeletor.

BEASTMAN
Dread master, let me live! I will go back and kill this He-Man. And bring you the Key.

EVIL-LYN
Give him one more chance.

SKELETOR
(to Evil-Lyn)
Pity ill-becomes you. But if you wish to be of assistance to me, perhaps you will lead the next expedition.

The blood drains from Evil-Lyn's face and her knees sag for an instant until she recovers composure.

EVIL-LYN
If that is your wish.

SKELETOR
It is. Take all the troops and equipment you will need.

EVIL-LYN
(indicating the groveling Beastman)
And him?

SKELETOR
Take him. I have spared his life. That will encourage him not to fail me again.

CUT TO:

58 EXT. JULIE'S PARENTS' OLD HOUSE - SUNSET

Kevin drives up and parks his van on the street in front of Julie's old house. Her mother's lawn sculpture has been heartlessly tossed into a steel trash dumpster on top of a lot of discarded packing material. The house is dark and looks deserted.

Kevin walks up to the house, carrying the Cosmic Key. He rings the front doorbell.

(CONTINUED)

58 CONTINUED:

No response.

Kevin looks inside through a sliding glass patio door.

59 INT. JULIE'S PARENTS' OLD HOUSE/ LIVING ROOM/ KITCHEN

The house is full of creamy white upholstered furniture. The new owner seems overly fond of paintings on black velvet of bullfighters, weeping clowns, and adorable kittens.

Further inside, on the kitchen counter is their forgotten bucket of barbecue chicken.

60 EXT. JULIE'S PARENTS' OLD HOUSE

Kevin looks around furtively, then lifts up hard on the catch of the sliding glass door. It clicks, and he slides the door open.

61 INT. JULIE'S PARENTS' OLD HOUSE - NIGHT

Kevin picks up the bucket of chicken and starts to walk out with it. The phone rings. He looks at it, skeptically, as if to indicate he'd have to be pretty dumb to pick up the phone in a house he isn't supposed to be in. The phone keeps ringing. He can't stand it anymore, so he picks up.

KEVIN
Hello?

62 EXT. ROADSIDE PHONE BOX - SUNSET (INTERCUT WITH ABOVE)

Julie is calling from a pay phone beside a busy main street.

JULIE
Thank God you're there.

KEVIN
Julie, where are you?

JULIE
About a mile away. Listen, do you still have that thing we found?

KEVIN
Yeah.

(CONTINUED)

62 CONTINUED:

JULIE
Great. Don't do anything. I'll be right there. Bye.

KEVIN
Wait. Don't hang up. What happened, are you O.K.?

JULIE
I'm fine---starving---but fine. I'll tell you everything when I get there. Now sit tight.

She hangs up.

63 INT. JULIE'S PARENTS' OLD HOUSE - NIGHT

Kevin looks down at the Cosmic Key in his hand.

64 EXT. ROADSIDE PHONE BOX / ALLEY - DUSK

Julie runs over from the phone box to He-Man, Teela, and her father (with Gwildor under his cloak).

JULIE
He has it. If we cut through the alley we can be there in five minutes.

They follow her lead, cutting down the alley, lined with garages, which heads to her old house.

HE-MAN
(to Gwildor)
Once we recover the Key, can you remember the co-ordinates for Eternia?

GWILDOR
(from under the cloak)
The Key stores its point of origin at all times. Space-Time is like an elastic band, you cannot stretch it unless one end is fastened down.

TEELA
We don't want philosophy. We just want to know if you can get us back home to fight Skeletor.

(CONTINUED)

64 CONTINUED:

GWILDOR
But knowledge is power. How can you be uninterested in the workings of the universe?

Two men are suddenly revealed working on a disassembled automobile inside an open garage. One of them laughs and points with his power drill at Gwildor beneath Man-At-Arms' cloak.

AMATEUR MECHANIC
Hey, Lester, call the State Hospital, looks like the loonies are loose.

The two men laugh unpleasantly. Teela SHOOTS them both with her somnotron before anyone can stop her. The two men sink down onto the ground and lie peacefully snoring beside their disassembled low-rider.

MAN-AT-ARMS
That wasn't necessary, Teela.

TEELA
He pointed his weapon at me.

MAN-AT-ARMS
It wasn't a weapon, looks more like a mechanical hole maker.

JULIE
We call it a drill.

GWILDOR
I can't see. What happened?

TEELA
So what is the harm? The somnotron only puts them to sleep.

HE-MAN
We've left a trail of twenty-five sleeping people behind us. If anyone wanted to plot them on a map, it would pin-point our destination.

Teela thinks for a moment, then hands the somnotron to He-Man.

TEELA
Maybe I am a little fast on the trigger. Take the somnotron. I will be glad to get back home and out of this hell-hole.

CUT TO:

65 EXT. JUNKYARD - NIGHT

At the spot in the junkyard where He-Man and his friends defeated Skeletor's first expeditionary force, Evil-Lyn and two dozen of Skeletor's crack ROBOT Commandos have secured a beach-head from Eternia. Beastman shows her where they fought.

BEASTMAN
They surprised us. We didn't have a chance.

EVIL-LYN
We'll see.

She signals to one of the Commandos, who runs a scanning device over the terrain. On an electronic screen Evil-Lyn and Beastman watch as FAINT, GHOST-LIKE IMAGES OF THE BATTLE appear.

Evil-Lyn observes the defeat of the earlier group with contempt.

EVIL-LYN
(to Beastman)
A small group of three. No heavy weapons. Who is the girl?

BEASTMAN
One of the natives---seems to be helping them.

EVIL-LYN
She will be no problem. Primitives are subject to mind control.

An indicator on a nearby piece of electronic equipment suddenly starts to flash urgently.

BEASTMAN
The Key! Someone is using it.

EVIL-LYN
Lock onto the signal! Range, heading!

Her technicians scramble to comply with the command.

COMMANDO
It's close. About ten metrons.

CUT TO:

66 INT. JULIE'S OLD HOUSE - NIGHT

Kevin is standing in the kitchen playing with the Cosmic Key. He has figured out which buttons to press to get it to play the CHARACTERISTIC SERIES OF TONES he heard from it earlier. He is recording the tones with a contact mike plugged into his portable Japanese synthesizer, which records and then reproduces them.

Kevin pauses to take a big piece of barbecue chicken out of the cardboard bucket.

He bites into it. Makes a face, walks over and puts the whole bucket of chicken into the microwave oven. HE FLIPS ON the OVEN switch. A high-pitched whine sounds.

CUT TO:

67 EXT. JUNKYARD - NIGHT

The Commando operating the locator equipment suddenly rips off his headphones, SMOKE coming out of his ears.

EVIL-LYN
What is it? Report!

COMMANDO
Interference. They're jamming the signal.

BEASTMAN
They must know we're locked on to them.

EVIL-LYN
Locate the source of jamming and destroy it.

COMMANDO
(fiddling with his dials)
It's difficult. Like nothing I've seen before.

68 INT. JULIE'S OLD HOUSE / KITCHEN /LIVING ROOM - NIGHT

Kevin is playing with the Cosmic Key, when the microwave oven suddenly EXPLODES with a spectacular shower of sparks, spewing BARBECUED CHICKEN and SAUCE over all the creamy white upholstered furniture of the new owner.

KEVIN
Radical!

(CONTINUED)

68 CONTINUED:

He puts down the Cosmic Key (which goes on BEEPING MELODIOUSLY by itself) and grabs a fire extinguisher. He shoots the dry chemical powder all over the microwave until the fire is out.

69 EXT. JUNKYARD - NIGHT

The Commando in charge of the scanner reports to Evil-Lyn.

COMMANDO
The source of interference is destroyed. And now there is a clear signal from the Cosmic Key.

EVIL-LYN
Let's go.

Evil-Lyn and her troops quickly embark in their vehicle: a SLEEK ANTI-GRAVITY ARMORED TRANSPORT, covered all over with mirrored surfaces. It hovers a few feet off the ground , then suddenly becomes ALMOST INVISIBLE, as it moves off quickly in the direction of Julie's old house.

70 INT. JULIE'S OLD HOUSE - NIGHT

Kevin wets a wad of paper towels in the sink and tries to wipe the chicken mess off one of the white couches. It SMEARS horribly.

Behind him, the Cosmic Key continues MAKING SOUNDS. Kevin moans desperately. He opens the broom closet in search of some miracle cleaner, but of course there is only the usual stuff.

The front doorbell rings.

His first impulse is flight. He grabs the Cosmic Key and starts to head out the back door. Then he pauses, overcome by his sense of responsibility, and goes to the front door. He opens it, manfully ready to face the new owner.

Lieutenant Lubic is standing on the front porch.

DETECTIVE
What a surprise. Here I was expecting to find your girlfriend.

KEVIN
She's not here.

DETECTIVE
I gather. What is that thing?

(CONTINUED)

70 CONTINUED:

KEVIN
It's, uh, I don't know. I found it.

Kevin bites his tongue, realizing that was the wrong thing to blurt out.

DETECTIVE
You "found it"? You mean you don't know who the owner is?

Kevin winces, aware of what a difficult position he has placed himself in.

KEVIN
Well, uh, no. I was gonna run an ad. Put it up on the bulletin board at Charlie's Electronics. Don't worry, Lieutenant, I'll find the guy.

DETECTIVE
Maybe I should take it down to the station.

He reaches out and takes the Key from Kevin, who hands it over reluctantly.

DETECTIVE
I could put it on the computer, check it out, see if it's been reported stolen.

KEVIN
I don't think it's stolen.

DETECTIVE
Where'd you find it, son?

KEVIN
(miserably)
Passavant Cemetery. In a flower bed.

The Detective frowns, not sure whether Kevin is making fun of him or not.

DETECTIVE
Fascinating little device. I wonder what it's worth?

He starts poking at the buttons, and the MUSIC suddenly stops dead.

(CONTINUED)

70 CONTINUED: (2)

KEVIN
Ask Charlie. He offered to buy it from me. But I told him I couldn't sell it, cause it wasn't mine. Go ahead, ask him.

DETECTIVE
I just may do that.

He turns and goes down the walk to his unmarked police car parked on the street behind Kevin's van.

DETECTIVE
(over his shoulder)
Don't forget to have your girlfriend call me, when she shows up.

KEVIN
I will Lieutenant. Nice seeing you again. As always.

Kevin watches Lubic get in his car and drive away with the Cosmic Key.

Kevin closes the front door and leans against it with a sigh of relief. It was a close call.

He walks back to the kitchen, and takes a bottle of spot remover and a roll of paper towels to work on cleaning up the barbecue sauce.

Suddenly the back door IMPLODES off its hinges and EVIL-LYN and BEASTMAN push inside, followed by most of the Commandos.

Behind them in the back yard is the shiny-sided Antigravity Transport and the rest of the Commandos, securing the landing site.

Beastman seizes the front of Kevin's shirt with one mighty hand and pins him against the wall.

EVIL-LYN
You have the Cosmic Key! Tell us where it is.

Kevin is too terrified to speak even if Beastman weren't shoving him so hard against the wall.

BEASTMAN
Talk. Or you will die.

(CONTINUED)

70 CONTINUED: (3)

The Commandos examine the exploded microwave oven and swarm all over the house, searching for the Cosmic Key. They tear open drawers and closets, ripping holes in walls, and cutting open anything large enough to conceal it, which includes all of the creamy white upholstered furniture.

KEVIN
Get out of this house! I'm an American cit---

Beastman smashes a blow to the side of Kevin's head that sends him flying across the room to land against the refrigerator.

EVIL-LYN
No, this way.

She places a METAL COLLAR set with flashing lights and microcircuitry around his neck.

Kevin instantly stops struggling and stares straight ahead in a kind of hypnotic stupor. Evil-Lyn adjusts some controls on the collar until the read-outs are as she wants them to be.

EVIL-LYN
Now, you will answer my questions.

She holds up a THREE-DIMENSIONAL IMAGE of the Cosmic Key contained inside a flat piece of plastic and shows it to Kevin.

EVIL-LYN
Have you seen this object?

KEVIN
Yes.

EVIL-LYN
Where is it?

KEVIN
It was taken from me.

Evil-Lyn curses under her breath.

EVIL-LYN
Who took it?

KEVIN
A policeman. I saw him drive off---a minute ago.

One of the Commandos calls Evil-Lyn outside. She leaves Kevin lying on the kitchen floor with the collar around his neck.

71 FXT. JULIE'S OLD HOUSE - NIGHT

The Commando shows Evil-Lyn GHOSTLY IMAGES ON THE ELECTRONIC SCREEN of his scanner. She sees Lieutenant Lubic walk out and get in his car, CARRYING THE COSMIC KEY, and drive away.

EVIL-LYN
A vehicle like that can't go fast. We may be able to overtake it.

All of the Commandos hurry back into the transport.

Evil-Lyn pauses as she is about to embark, and calls out to Beastman who is heading back into the house.

EVIL-LYN
Quickly. Into the transport.

BEASTMAN
I'm going back in to kill the native.

EVIL-LYN
No. Get in the transport.

Beastman hurries over to board the transport.

BEASTMAN
Pity again?

EVIL-LYN
We may wish to come back and question him later.

They board the transport, which RISES OFF THE GROUND and glides soundlessly away, almost invisible.

72 INT. JULIE'S NEIGHBORS' HOUSE/LIVING ROOM - NIGHT

A little boy next door has been watching everything out his living room window. In the background, a SCI-FI FANTASY CARTOON SHOW is running unwatched on the television set. His mother comes into the room, and the little boy begins to describe excitedly what he just saw next door.

LITTLE BOY
Mom! Next door, there's these aliens from a flying saucer and a hairy guy with mean teeth Grrrrh and they all got in and vrrrrrrroom up high and disappeared!

His mother snaps off the TV with a worried look.

(CONTINUED)

72 CONTINUED:

NEIGHBOR MOM
I think you watch too much of this garbage, Jimmy.

LITTLE BOY
Awwww, Mom.

73 EXT. JULIE'S OLD HOUSE - NIGHT

He-Man, Julie, Teela, and Man-At-Arms with Gwildor walk up to the house. Julie rings the doorbell.

No response from within.

JULIE
I just talked to him on the phone. I hope the new owner isn't here.

He-Man touches the front door, and it swings open easily, REVEALING the SHAMBLES inside.

Julie cries out with dismay.

74 INT. JULIE'S OLD HOUSE FRONT ROOM / ENTRANCE HALL - NIGHT

He-Man and Teela draw their weapons and enter, cautiously. Man-At-Arms lets Gwildor drop down from his back, and then follows them inside. Julie and Gwildor are left standing nervously on the front steps.

MAN-AT-ARMS
Looks like Skeletor got here before us.

GWILDOR
If Skeletor was here, there's nothing left for us to find. Let's leave.

JULIE
Kevin!

She rushes inside, stumbling through the debris left by Evil-lyn's search party.

75 INT. JULIE'S OLD HOUSE / KITCHEN - NIGHT

Kevin is lying semi-conscious on the floor where Evil-Lyn left him, with the strange metal collar around his throat. A trickle of blood runs down from his nose. Julie kneels by his side, tears in her eyes.

(CONTINUED)

75 CONTINUED:

JULIE
Kevin! Are you all right?

KEVIN
(in a hypnotized voice)
They asked me for the Cosmic Key.
But I don't have it.

He-Man kneels over him.

HE-MAN
Where is it?

KEVIN
The Detective Lubic took it.

JULIE
The police beat you up like this?

HE-MAN
No, this is Skeletor's work. See?
The collar of Aldrubar. They were
questioning him. Who put this on
your neck?

KEVIN
A woman. Dressed like her---
(he points to Teela)
But her hair was dark. And a ---
monster thing ---all fur and
teeth---

MAN-AT-ARMS
That must be Beastman.

TEELA
And the woman would be Evil-Lyn.
If she is here, Skeletor will not
be far behind.

Teela removes the collar from Kevin's neck. He sits up, blinks several times, rubs his neck, and looks around with wonder, like someone who has just awakened in unfamiliar surroundings.

KEVIN
Julie! I was so worried about
you! Hey---who are these people?

JULIE
Friends. They saved my life.

Kevin struggles to his feet and stares at the disasterous condition the house has been left in by Evil-Lyn's troops.

(CONTINUED)

75 CONTINUED: (2)

KEVIN
Look at this mess! The new owner's going to kill us.

Gwildor enters from the hall.

GWILDOR
If there's going to be bloodshed, I want to leave.

Kevin looks up, sees him, and registers astonishment.

CUT TO:

76 INT. CHARLIE'S MUSIC AND ELECTRONICS - NIGHT

Detective Lubic walks into Charlie's store with the Cosmic Key, and puts it on the counter.

CHARLIE
That's the second one of those I've seen today.

DETECTIVE
Yeah?

CHARLIE
A kid was in here tryin' to sell me one just like that.

DETECTIVE
Did he say it was his?

CHARLIE
I wouldn't buy no stolen goods. Come to think of it he was a little jumpy. He heard a police siren, and he was out of here like a shot. Here, let me see that.

DETECTIVE
Was it Kevin Pagliaro?

CHARLIE
Yeah, it was.

77 INT. JULIE'S/ LIVING ROOM - NIGHT

They are having a council of war in the midst of the devastation that is the living room. He-Man is speaking to Julie and Kevin.

(CONTINUED)

77 CONTINUED:

HE-MAN
You have met the agents of Skeletor, you can imagine what our world will be like if he is not defeated.

KEVIN
Listen, I don't know who you guys are, but Julie trusts you. That's important to me. But I've got my own problems.

HE-MAN
There is something else to consider. They have found your world: lush, undefended, ripe for the plucking. How long will it be before Skeletor decides to make this place part of his evil Empire?

JULIE
Kevin, isn't there some way we can find out where the policeman went?

KEVIN
He said he might drop by Charlie's.

JULIE
Then let's go there. It's worth a try. We can all squeeze into your van.

The Eternians stand up, ready to go.

KEVIN
Wait a minute. I didn't agree to anything.

JULIE
Kevin. We have to talk to the police sooner or later. And we have to tell them the truth. Or how are we going to explain all this?

She gestures helplessly at the shambles of her old house. Kevin realizes she has a point.

(CONTINUED)

77 CONTINUED: (2)

JULIE
Nobody'll take our word for it. But if we can show them what we're talking about----

Kevin looks at Gwildor and the Eternians. They do make pretty good corroborating evidence for his incredible story.

KEVIN
O.K. I'll do it.

Julie hugs him. The Eternians give Kevin the Eternian battle salute and grasp his arm, as a palpable feeling of comraderie spreads through the intrepid little band.

CUT TO:

78 INT. KEVIN'S VAN - NIGHT

Kevin is driving. Julie is beside him. Distant thunder of an approaching storm. The Eternians are jammed into the rear of the van, among the packing boxes and Julie's mom's deer sculpture (which has been rescued from the dumpster). The radio is on.

RADIO
...in local news, county Public Health authorities are unable to explain a bizarre epidemic of an unknown sleeping sickness which struck twenty-five people today, including a city policeman. Toxic waste is suspected, but no---

Teela reaches over from the back seat and turns off the radio.

TEELA
What if he's not there?

KEVIN
Then we'll drive to the police station But I better go in by- myself and explain things first. The police aren't good at, uh, unusual situations.

MAN-AT-ARMS
We have already noticed this.

TEELA
If you go in alone, how do we know you will not simply abandon us?

(CONTINUED)

78 CONTINUED:

HE-MAN
We are in a strange world, Teela,
we must trust the friends we have.

CUT TO:

79 EXT. CITY STREET/ INTERSECTION - NIGHT

The distant storm is getting closer. The occasional flash of heat lightning flickers on the horizon.

Evil-Lyn and her Commandos are scanning the intersection with their Time Scanner. FAINT GHOST-LIKE IMAGES appear on the electronic screen: Lubic's police car turning the corner and heading into the night.

EVIL-LYN
The rain will wash out this trail.

An indicator begins to flash on a piece of electronic equipment.

EVIL-LYN
Someone is using the Key again!
Lock on to the signal!

CUT TO:

80 INT. CHARLIE'S ELECTRONICS STORE - NIGHT

Detective Lubic is watching Charlie punching buttons on the Cosmic Key, which makes an occasional SQUAWK or BLEEP. Kevin walks in the door.

KEVIN
Lieutenant. Gee, am I ever glad
to see you!

Kevin reaches for the Cosmic Key, but Detective Lubic holds it away, out of his grasp.

DETECTIVE
What are you doing here, Pagliaro?

KEVIN
I have something really fantastic
to show you. Outside.

81 INT./EXT. KEVIN'S VAN/ OUTSIDE CHARLIE'S ELECTRONICS - NIGHT

A warning alarm burrrrs softly on Man-At-Arms' utility belt.

(CONTINUED)

81 CONTINUED:

MAN-AT-ARMS
Anti-gravity vehicle approaching.

GWILDOR
(whimpering)
It's Evil-Lyn. We'd better hide somewhere.

TEELA
She's after the key.

He-Man, Man-at-Arms, and Teela dash out the rear of the van and into Charlie's Electronics.

Julie is left behind with Gwildor. Julie looks at the whimpering Thenurian and decides he won't be much use in a crisis.

JULIE
Uh, I don't know about you, but I'd feel safer in there with him.

She climbs out of the van and follows He-Man up the steps.

82 INT. CHARLIE'S ELECTRONICS - NIGHT

He-Man, Teela, and Man-At-Arms rush into the store, with Julie not far behind. The Detective turns and looks up at them with astonishment. He-Man moves next to the Detective and takes the Cosmic Key out of his hand before he can react.

HE-MAN
I'll take this now.

He-Man clips the Key ONTO HIS BELT, where it hangs blinking and glowing.

Detective Lubic reaches inside his coat and draws his revolver from its shoulder holster.

DETECTIVE
Freeze, all of you!
(to Charlie)
Call 911 and tell 'em Detective Lubic wants backup. That's a code 34.

HE-MAN
You're making a mistake. We are not your enemies.

(CONTINUED)

82 CONTINUED:

DETECTIVE
There's a policeman down at City Hospital says three guys of your description drugged him today. Drugging a cop is a felony in this state.

The Detective whips out a pair of handcuffs and slaps them on He-Man's wrists. He-Man waits patiently to see how his native guides Julie and Kevin will handle this little contretemps.

DETECTIVE
(to Julie)
And I bet you're the missing firebug.

JULIE
Would you just stop being so macho for a minute and listen to our story?

Lubic isn't listening to her, he's too busy trying to tug a second pair of handcuffs out of his inside coat pocket while informing He-Man of his rights.

DETECTIVE
You have the right to remain silent, and, uh, an attorney, uh,---

TEELA
Eternia!

MAN-AT-ARMS
How do you know we're from Eternia??

Teela kicks the Detective's gun hand up, and in a practiced bit of team-work Man-At-Arms seizes the gun hand and holds it pointing at the ceiling. Teela steps in behind the Detective and slips a chokehold around his neck faster than he knows what hit him.

TEELA
Lying slave of Skeletor! I thought you had the smell of Snake Mountain about you.

The Detective manages to FIRE ONE ROUND which embeds itself harmlessly in the ceiling before he is forced to drop his gun onto the floor.

Kevin scoops up the discarded revolver.

(CONTINUED)

82 CONTINUED: (2)

DETECTIVE
You people are in big trouble!

Charlie ducks down behind the counter, hoping to escape a shoot-out.

HE-MAN
Easy, Teela. There may be a reasonable explanation.

KEVIN
He wasn't saying Eternia, he was trying to say something about your right to a lawyer.

TEELA
What's a lawyer?

He-Man flexes his muscles and the HANDCUFFS on his wrists SHATTER into pieces like spun sugar. The Detective's eyes big out at this casual feat.

DETECTIVE
(yelling)
Let me go, or you're all dead meat!

Julie stands a few steps away from the angry confrontation. She turns her head on a sudden impulse and SEES a WOMAN outside in the alley, beckoning to her through the glass paneled rear door.

Julie's face lights up with a beatific smile, her eyes glaze over, and she walks unnoticed over to the alley door as if in a trance.

KEVIN
(to the policeman)
You have to understand, these people do things a little differently.

DETECTIVE
You're going to reform school kid! Accessory to assault. Resisting arrest. Kidnapping an officer.

83 EXT. ALLEY BEHIND THE ELECTRONICS STORE

Julie approaches the woman beckoning to her in the alley. It's her MOTHER, the same woman we saw in the photograph earlier.

JULIE
Mother?

(CONTINUED)

83 CONTINUED:

Her mother smiles at her with all the warmth of a mother's love for her only child.

MRS. WINSTON
Yes it's me, darling.

JULIE
But---I went to your---funeral---

MRS. WINSTON
My poor dear. I'm sorry to frighten you. It must have been a terrible ordeal, but we had to disappear like that. We're on a top secret mission for the President. Your father's waiting outside in the car. We've missed you so much.

Tears of joy fill Julie's eyes. She embraces her mother.

JULIE
Oh Mom! It's really you.

Mrs. Winston puts her lips close to Julie's ear, and whispers urgently.

MRS. WINSTON
Listen darling: your new friend--- the big one---has something I need. That shiny metal thing with the blinking lights. Go back in, wait till he's distracted, and grab it. Understand?

JULIE
Sure Mom. But Mom, how did you find me here, at this store?

MRS. WINSTON
(still whispering)
It's a long story. Your father will explain everything. Now quickly, back inside and bring me that thing. I love you.

Julie turns, and goes back inside the store.

84 INT. ELECTRONICS STORE

Julie enters through the back door and crosses hurriedly to her friends. Kevin looks at her funny.

(CONTINUED)

84 CONTINUED:

KEVIN
Where'd you go?

JULIE
Oh, Kevin, they're alive! They're not dead after all!

Kevin puts his hands on her shoulders and looks into her eyes with concern.

KEVIN
What's the matter with you?

The front door of the store leading to the street CRASHES INWARD with a FIERY EXPLOSION. Beastman stands there, his weapon drawn, flanked by a cohort of the ROBOT WARRIORS.

BEASTMAN
The Key!

He-Man draws his sword in one fluid motion and takes a battle stance. Julie suddenly snatches the COSMIC KEY FROM HIS BELT and dashes headlong out the back door.

TEELA
Stop her!

But Beastman and his warriors fire their blasters, and the floor BURSTS INTO A WALL OF FLAME behind Julie's footsteps.

85 EXT. ALLEY BEHIND ELECTRONICS STORE

Julie dashes breathlessly over to her Mom, and thrusts the Cosmic Key into her arms.

MRS. WINSTON
Thank you, darling.

Her mother kisses her and suddenly CHANGES BACK TO EVIL-LYN.

The hypnotic spell breaks, and Julie realizes she has been tricked. She cries out with anger and despair.

Evil-Lyn stands in front of Julie, laughing cruelly.

EVIL-LYN
(to Julie)
How easily controlled your minds are! This is a world of slaves, ripe for conquest!

(CONTINUED)

85 CONTINUED:

Evil-Lyn disappears around the corner of the building with the Cosmic Key, leaving Julie weeping convulsively in the alley.

86 EXT. SMALL SHOPPING PLAZA - NIGHT

Evil-Lyn ducks around a corner of the stucco mock-adobe building. She starts rapidly punching buttons on the COSMIC KEY. Tones sound, and STRANGE LIGHT PATTERNS form in the air around her.

87 EXT. TOWN STREETS - NIGHT

LIGHTNING FLASHES, and RAIN begins to fall. In mid-air, above, a DIMENSIONAL DOOR EXPLODES OPEN FROM ETERNIA.

SKELETOR floats through the warp on a large ANTI-GRAVITY DISK, preceded by an HONOR GUARD of the Robot Imperial Household Death Cavalry.

A DRIVER swerves and smashes up his car at the sight. The few pedestrians out at that hour either bolt and run away, or stand stupidly agog.

88 EXT. SMALL SHOPPING PLAZA - NIGHT

Evil-Lyn stands there holding the Cosmic Key and laughing at her handiwork.

Kevin suddenly darts out of the shadows behind her. Kevin hits her from behind with a perfect NFL cross-body block. Evil-Lyn goes down, and the Cosmic Key pops out of her hands and goes rolling away into the gutter.

Kevin scoops up the Cosmic Key and dashes away with it down the rain-slicked alley.

Evil-Lyn tries to to shoot him with her laser pistol, but Kevin dodges behind a steel trash dumpster, and the laser beam turns the steel red hot instead of searing Kevin's flesh.

Evil-Lyn runs to the steel dumpster and peers cautiously around behind it. There is no sign of Kevin. Evil-Lyn moves forward. Suddenly she hears a CLICK. She looks up and to her right. Kevin is lying on top of the dumpster pointing the Detective's revolver directly at her head, at point blank range.

KEVIN
Hold it, lady. Or whatever you are.

Evil-Lyn laughs.

(CONTINUED)

88 CONTINUED:

EVIL-LYN
Put that down. You're too young to handle a real gun. You don't even know how it works.

KEVIN
Maybe I don't, but I'm not afraid to find out.

EVIL-LYN
You'll shoot yourself.

Kevin pulls the trigger and a bullet whizzes past Evil-Lyn's head, shattering a the windshield of a parked auto behind her.

KEVIN
Seems to work O.K.

Evil-Lyn laughs and stares into his eyes. From Kevin's POV, her IMAGE seems to blur and fragment. He hears Julie's voice calling out to him.

JULIE(o.s.)
Don't look in her eyes!

Kevin shakes his head, and looks away from Evil-Lyn's eyes. Her IMAGE clears and reforms itself.

Julie appears beside Evil-Lyn.

KEVIN
Julie, get away from here!

EVIL-LYN
Skeletor is here. No one can escape him.

Julie wrenches the Cosmic Key from Evil-Lyn's grasp and runs away with it.

CUT TO:

SKELETOR'S P.O.V.

Skeletor sees (from far above the action) Julie running away with the Cosmic Key.

89 EXT. ABOVE THE ALLEY - NIGHT

High in the air, Skeletor noiselessly guides his ANTIGRAVITY DISK after the fleeing girl.

90 EXT. REAR OF ELECTRONIC STORE - NIGHT

Beastman and his Robot Commandos are retreating from He-Man, Teela, and Man-at-Arms, who pursue them with blazing blasters. He-Man's flashing sword slashes the ROBOTS to pieces when it isn't deflecting and neutralizing their laser fire.

BEASTMAN
(screaming at his troops)
Attack, don't retreat! Kill them!

He-Man, Teela, and Man-at-Arms fight their way through Beastman's terrified Robot Commandos with laser and sword.

Then the three heroes run down the alley after Julie, leaving Beastman behind, hiding behind a delivery truck.

91 EXT. ALLEY / PASSAGE BETWEEN TWO BUILDINGS - NIGHT

Julie ducks around a corner into an intersecting alley, still clutching the Cosmic Key.

Suddenly Kevin is in front of her, with his revolver. He grabs her hand.

KEVIN
Come on. This way.

They dash down a narrow space between two buildings.

Several of the Robot Commandos follow them. Kevin blindly fires behind him at their pursuers. The front Robot is hit and EXPLODES into fiery fragments, which fall down and block the passageway, slowing those behind.

KEVIN
Geez, I didn't know I was such a good shot.

92 EXT. TOWN STREET - NIGHT

They run out from between the two buildings onto the sidewalk along a main street. They halt, because there in front of them, floating in mid-air is SKELETOR, his terrifying skull face lit by eerie blue lightning.

Kevin raises the Detective's revolver, his hand shaking, and fires at Skeletor.

The bullet BOUNCES OFF SKELETOR'S FORCE FIELD harmlessly. A BOLT OF ENERGY returns to the pistol, which EXPLODES in Kevin's hand, knocking him down, stunned.

(CONTINUED)

92 CONTINUED:

JULIE
Kevin!

She kneels beside him, as he shakes his head groggily, trying to focus his eyes.

SKELETOR points his finger at Julie. A bolt of GREEN LIGHTNING surges out of his fingertip and hits her in the thigh.

Julie cries out in pain and drops the Cosmic Key.

The Cosmic Key RISES INTO THE AIR and flies into Skeletor's waiting hand above like a yo-yo on an invisible string. Skeletor laughs triumphantly.

SKELETOR
Now I am Master of the Universe!

HE-MAN
Not while I live, Skeletor.

Skeletor turns at these words and sees He-Man standing on the street behind him, his mighty sword held in front of him.

HE-MAN
By the Power of Greyskull, I challenge you, Skeletor. Here and now.

As he speaks, He-Man's sword begins to SHED A BRILLIANT WHITE LIGHT. Behind him Teela and Man-At-Arms step out of the shadows, their weapons drawn as well.

Skeletor turns away and shields his eyes from the blinding light.

SKELETOR
Why should I fight you---when I can imprison you forever in this primitive hole?

Skeletor holds the two Cosmic Keys in his hands, the one he took from Gwildor, and the one he has just seized from Julie. He CRUSHES the one he took from Julie to POWDER with his POWERFUL HAND.

SKELETOR
Stay here and rot!!!

SKELETOR flies away on his ANTIGRAVITY DISK.

93 EXT. MID-AIR ABOVE SHOPPING PLAZA - NIGHT

Skeletor flies straight through the DIMENSIONAL DOOR followed by the remainder of his Honor guard, Evil-Lyn, and Beastman.

The DIMENSIONAL DOOR snaps shut with a sound of terrible finality.

94 EXT. TOWN STREET - NIGHT

He-Man sheathes his sword, and the bright illumination is extinguished.

Julie clutches her wounded leg, clenching her teeth against the pain. She sways and begins to lose consciousness. She falls.

He-Man is beside her, and catches her before she hits the sidewalk. He picks her up in his arms.

Kevin groggily gets to his feet, and stands beside them.

KEVIN
Is she hurt bad?

He-Man frowns and nods his head grimly.

HE-MAN
It's the kind of wound which slowly turns poisonous. But there is an antidote.

Distant police and fire sirens are heard approaching. Teela and Man-At-Arms look down at Julie in He-Man's arms.

TEELA
Antidote? Where are you going to get Ointment of Zanthone in this---wilderness?

HE-MAN
We'll find a way home. Somehow. We can't allow Skeletor to win.

Teela takes out her combat first aid kit and breaks a vial under Julie's nose. Julie opens her eyes.

JULIE
I feel so cold. Like my bones are made of ice. Help me.

HE-MAN
You've been hurt---but you're with friends. And we'll do everything we can to help you.

(CONTINUED)

94 CONTINUED:

Julie lays her head back and closes her eyes peacefully.

JULIE
Thank you----

95 EXT. FRONT OF ELECTRONICS STORE - NIGHT

Detective Lubic and two other cops wearing SWAT Team gear are in front of the smouldering store, looking at the chaos. Lubic sees Kevin, Julie, and the Eternians standing on the sidewalk, several hundred yards away.

DETECTIVE LUBIC
There they are. Somebody give me a gun.

One of the others hands him a pistol, and then they race down the street toward our friends.

96 EXT. TOWN STREET - NIGHT

MAN-AT-ARMS
The battle here is over. I suggest we move on.

TEELA
Maybe we should split up.

HE-MAN
No. Look down there.

The look in the direction he is pointing and see KEVIN'S VAN GLIDING NOISELESSLY down the street.

KEVIN
My van. Who's driving?

He-Man calls out in a loud voice.

HE-MAN
Gwildor!

The van heads directly toward them. They run to meet it. Gwildor is in the driver's seat. He stops the van for them and they jump in.

Up and down the street, a few people are beginning to emerge from hiding and look around to see if the nightmare is really over.

97 INT. KEVIN'S VAN - NIGHT

Kevin's van is riddled with little holes from laser fire. Gwildor is seated in the driver's seat, steering the wheel, but his feet are too short to reach the peddles. Kevin stares at him.

KEVIN
How are you driving this thing?

GWILDOR
I added a few improvements of my own.

98 EXT. STREET - NIGHT

Detective Lubic and the SWAT team men step into the street in front of the van, pointing their guns at it. Lubic calls out breathlessly.

DETECTIVE LUBIC
You in the van! Halt, or I'll shoot.

Gwildor triggers one of his little improvements----and the VAN ACCELERATES to a hundred miles an hour, whizzing past the policemen so fast it creates a mini whirl-wind.

The other cops are too startled to react, but Detective Lubic EMPTIES HIS GUN at the van as it goes past, and then glares angrily as it disappears out of sight.

POLICEMAN
Shoulda aimed at the tires, Lieutenant.

DETECTIVE LUBIC
Get me a car, I'm going after 'em.

99 INT. KEVIN'S VAN - NIGHT

Gwildor drives down the boulevard like a maniac, Man-At-Arms beside him. In the back, Kevin cradles Julie in his arms between Teela and He-man. Outside, the NIGHT CITYSCAPE RACES PAST THE WINDOWS at incredible speed.

MAN-AT-ARMS
This vehicle is much better, Gwildor. How did you do it?

(CONTINUED)

99 CONTINUED:

GWILDOR
I wanted badly to get away from where I was, and I knew I couldn't master their crude combustion technology in time, so I attached a thought-controlled rotor ring to the rear wheel axle.

MAN-AT-ARMS
Good solution.

GWILDOR
I wonder why they haven't thought of it here.

In the back Kevin strokes Julie's fevered brow, while Teela examines the wound on her leg, which is a rapidly growing dark circle.

KEVIN
(his voice breaking)
What's going to happen to her?

TEELA
The Fire of Snake Mountain makes a wound which does not heal. She will wake and sleep---wake and sleep---until she wakes no more.

KEVIN
We've got to stop and get some water. She's burning up with fever.

100 EXT. STREET/PARK/FOUNTAIN - NIGHT

Gwildor stops the van in front of a LARGE ILLUMINATED FOUNTAIN in a city park. He-Man carries the unconscious Julie out of the van and sets her down on the concrete edge of the fountain.

Kevin dips a rag in the water and sponges her forehead and wrists with the cool water. Teela joins him, and Gwildor and Man-At-Arms watch from the van.

HE-MAN
If we can return to castle Greyskull before it's too late---we will send the antidote back to them.

TEELA
But Skeletor destroyed the Key.

(CONTINUED)

100 CONTINUED:

HE-MAN
Gwildor built the first two, he may be able to make another.

GWILDOR
I had the resources of an entire planet, the best computers in the galaxy. Without that it would be impossible.

TEELA
Isn't it easier to build one if you've done it twice before?

MAN-AT-ARMS
You don't understand. Opening a dimensional door is relatively easy. But Gwildor's Key could calculate the unique tuning of the resonant frequencies between Eternia and this place.

GWILDOR
That code sequence was lost forever when Skeletor destroyed my Key.

Kevin looks up for the first time during this conversation. He crosses to the van, and fishes his portable miniature battery operated synthesizer out of the junk piled in back. The synthesizer plays the CHARACTERISTIC SEQUENCE OF SOUNDS played by the Cosmic Key.

GWILDOR
That's it! How did you do that?

Kevin tries to look modest, while the Eternians are all of a sudden enormously excited.

KEVIN
I transferred it to my synthesizer so I could learn to play it. I thought it would make a good intro for a song.

He-Man turns to Gwildor.

HE-MAN
What else do you need?

(CONTINUED)

100 CONTINUED: (2)

GWILDOR
(thoughtfully)
All I need is a bosonic tesseract---an octode rectifier---and about fifty thousand qwerts of electricity---

Man-at-Arms starts patting his pockets and searching in his utility belt. Teela removes a cartridge from one of her guns.

MAN-AT-ARMS
I had an octode rectifier...right here someplace... yes, here it is!

TEELA
Here's the tesseract.

KEVIN
There's a power station a few blocks over that way. I don't know how much a qwert is, but it controls the power for the whole town.

HE-MAN
(to Kevin)
Sit in front and show Gwildor the way.

He-Man carries Julie back to the van. They all climb in and Gwildor drives away---more sedately this time.

101 INT. DETECTIVE LUBIC'S UNMARKED POLICE CAR - NIGHT

Detective Lubic has been parked a hundred yards down the street from the fountain, watching them with binoculars. He starts up his car and follows discreetly.

DETECTIVE LUBIC
(into his radio)
This is unit seven. Following suspects onto Redwood Avenue, heading west. Alert backup units, and SWAT team.

102 EXT. POWER SUBSTATION - NIGHT

Gwildor parks the van alongside the chain link fence around a vast complex of giant humming transformers. They get out of the van and Gwildor and Man-At-Arms begin to make their preparations in the illuminated circle beneath a streetlamp.

(CONTINUED)

102 CONTINUED:

They hook up some of Gwildor's gadgets with Kevin's synthesizer, the rectifier, and the tesseract.

He-Man props Julie up against the side of the van. Her eyes are open and she is bundled up in an old blanket and the cloaks of the Eternians.

Teela prowls nervously around the perimeter, staring into the night. He-Man joins her.

TEELA
I don't like it. We're too exposed here.

HE-MAN
I know what you mean. But we'll be away from here soon.

103 EXT. STREET NEAR POWER SUBSTATION - NIGHT

Detective Lubic parks his car with the lights off, a hundred yards away from the power substation. He radios in, speaking softly but with great urgency.

DETECTIVE LUBIC
(into the radio)
This is unit seven. Suspects are parked outside power substation. Looks like they are preparing to sabotage the electric lines. All SWAT units: move in fast.

104 EXT. POWER SUBSTATION - NIGHT

Kevin is kneeling beside Julie, who is shivering with cold.

JULIE
I'm sorry I got you into all this.

KEVIN
It wasn't your fault.

JULIE
Yes it is. I found the damn thing.

KEVIN
Hey, don't say that. We're a team, we stick together, through thick and thin---

(CONTINUED)

104 CONTINUED:

JULIE
Till death do us part.

An awkward pause, which Kevin tries to dispel.

KEVIN
Or until we decide to start dating other people.

Julie smiles at his attempt at breaking the sombre mood.

105 EXT. AREA AROUND POWER STATION - NIGHT

Detective Lubic is crawling through darkened front yards toward the van, keeping low, using the landscaping for cover. Beside him are two dozen members of the SWAT squad with automatic weapons.

106 EXT. POWER STATION - NIGHT

Gwildor points a device on a tripod up at one of the transformers. A CRACKLING FINGER OF ELECTRICITY flows from the transformer and enters Gwildor's device.

CUT TO:

107 INT. LIVING ROOM OF NEIGHBORS OF JULIE'S OLD HOUSE - NIGHT

The mother who told her little boy he watched too much television earlier is sitting on the couch watching TV with her husband. The LIGHTS FLICKER and dim. The picture on the TV screen shrinks to half size.

WOMAN
Damn. I hope this is over before Miami Vice.

CUT TO:

108 EXT. POWER STATION - NIGHT

Gwildor presses a button on Kevin's portable synthesizer and it plays the CHARACTERISTIC SERIES of sounds from the Cosmic Key.

GWILDOR
Ready everyone?

THE DIMENSIONAL DOOR TO ETERNIA BEGINS TO OPEN in front of the van.

(CONTINUED)

108 CONTINUED:

He-Man stops beside Julie and Kevin on his way to the DOOR.

HE-MAN
My people are grateful for all of your help. I will send the antidote back to this spot in twelve hours.

JULIE
Goodbye. And good luck.

He-Man steps toward the DOOR.

109 EXT. STREET AROUND POWER STATION - NIGHT

Detective Lubic grabs a bullhorn from one of the SWAT team.

DETECTIVE LUBIC
Cover me. I'm going in to make the collar.

110 EXT. POWER STATION - NIGHT

The Eternians are in front of the DIMENSIONAL DOOR, and are waving farewell to Julie and Kevin, when Lubic's voice crackles out through the bullhorn.

BULLHORN
This is the police. You people beside the van, you're surrounded. Throw down your weapons and place your hands above your heads.

Julie struggles to her feet, summoning the last of her strength, and shouts into the darkness.

JULIE
You don't understand! Leave them alone. They're going home.

Kevin stays low and tries to pull her down.

Detective Lubic runs out of the darkness, shoves his gun into Kevin's ear, and snaps handcuffs on his wrists.

DETECTIVE
You're not getting away this time, kid.

Julie drops her blanket and runs toward the Eternians.

(CONTINUED)

110 CONTINUED:

JULIE
Help us.

The SWAT team lobs a tear gas cannister at them, which explodes beside the van.

The detective is blinded by the fumes. He staggers after Julie, shoving Kevin ahead of him. They knock over the synthesizer and Gwildor's apparatus. It sparks and shorts out.

Suddenly there is A BRILLIANT FLASH OF LIGHT LIKE A NUCLEAR EXPLOSION and a sound like the ripping open of the Universe.

CUT TO:

111 EXT. ETERNIA/ FOREST - DAY

AN ENTIRE CIRCULAR CHUNK of an American town is transmitted to the midst of a forest in ETERNIA. He-Man, Teela, Man-At-Arms, Gwildor, Julie, Kevin, Detective Lubic, Kevin's van, and a hundred square yards of street, curb, parkway, cyclone fence, electrical transformers, and wires are now under a burning noonday sun in a clearing in the midst of a forest in a range of low rolling mountains.

The three Eternians are jubilant. They embrace one another happily. Gwildor stands apart from them, nervously aware that they are back in Skeletor's domain.

Kevin and Julie are stunned speechless. Detective Lubic covers his fear by being aggressive. He points his gun at Teela.

DETECTIVE
You're under arrest.

She laughs at him.

TEELA
Put away your weapon. You have no power here.

DETECTIVE
I don't know where here is, but take us back. Now.

TEELA
That's quite impossible. For a while. You're in Eternia. And that's Skeletor's Castle---Snake Mountain.

She points to the horizon and the detective turns to look.

(CONTINUED)

111 CONTINUED:

In the distance a HIGH BARRIER, like the Great Wall of China, meanders across the landscape.

Behind the barrier a GROTESQUE CASTLE DOMINATED BY A CARVED STONE SNAKE sits on top of a high peak.

The detective starts to tremble. He looks down at his hand, which is shaking so bad he can't aim his gun. Teela gently puts her hand on his arm and takes the gun away from him.

TEELA
I think I'd better keep this, until you get used to our world.

He-Man, and Man-at-Arms have been orienting themselves from the visible mountain peaks.

HE-MAN
Skeletor's not expecting us, but we have to move quickly.

MAN-AT-ARMS
We're an easy target in this clearing.

HE-MAN
I'll bury the vehicle under some trees.

MAN-AT-ARMS
(indicating the three Earthlings)
What about them?

HE-MAN
They'll be safer with us.

They nod agreement, and He-Man turns to Kevin.

HE-MAN
In case you haven't guessed, you're on another planet. Your best chance to get out of this alive is to follow us to Castle Greyskull.

KEVIN
I'll do whatever you want---but if we're from different planets like you say---how come we speak the same language?

(CONTINUED)

111 CONTINUED: (2)

HE-MAN
I suspect that we have ancestors in common. We can talk later, but now we have to free the Sorceress, or Skeletor will rule forever. We may already be too late.

CUT TO:

112 EXT. MOUNTAINS - DAY (LATER)

The group proceeds single file with He-Man, Man-at-Arms, and Teela in the lead, followed by Gwildor. Kevin and the Detective bring up the rear, carrying Julie in a litter improvised from the grey cloaks of the Eternians, and two young saplings.

They head towards the lush mountain valley below. Behind them the van, street, fence, and transformers have been cleverly camouflaged with a heap of brush and tree branches.

Gwildor looks over his shoulder at Kevin laboring with the litter.

GWILDOR
If my legs get tired, I'll ride with you for a while.

KEVIN
We're carrying enough already.

GWILDOR
You're stronger here---because the gravity's lighter, and the atmosphere has more oxygen. I'd help you carry her, but I'm a little short.

DETECTIVE
If you were any shorter you could polish your shoes with your nose.

Gwildor looks bewildered, and glances down at his feet, unaware he has annoyed the two of them.

GWILDOR
What a curious idea.

CUT TO:

113 EXT. FOOTHILLS / FOREST - DAY

They follow a path where the forest thickens into a tangle of heavy vegetation.

(CONTINUED)

113 CONTINUED:

DETECTIVE
My shoulder hurts.

KEVIN
Yeah?

DETECTIVE
Listen kid, I've got a theory. Explains everything. Back there, by the power station, I came in to make an arrest. I must've got shot in the shoulder, and now I'm in the hospital somewhere and they're givin' me lots of drugs. I heard guys can have real hairy dreams on the operating table.

KEVIN
Then all this is just a dream. It makes a lot of sense. Except----

DETECTIVE
What?

KEVIN
Why does my shoulder hurt?

MAN-AT-ARMS
Quiet, you two. Skeletor's got patrols out.

-He-Man leads them down into a deep ravine. He halts at a large rock outcropping almost obscured by the heavy vegetation. He pulls aside some vines, and scrapes some red moss off the rock with his sword.

Underneath the moss a CORRODING METAL PLATE WITH A SLIT IN IT is set into the rock.

HE-MAN
We'll find food and water inside ---and a safe place to plan our attack.

He plunges his sword into the metal slot, and a SECRET DOOR in the rock GRINDS SLOWLY OPEN.

DETECTIVE
I'm not going in there. No way.

KEVIN
If it's just a dream, what do you care?

(CONTINUED)

113 CONTINUED: (2)

DETECTIVE
Out here's a dream, in there's a nightmare. Give me back my gun, and let me fend for myself.

TEELA
You wouldn't last a day on your own. You don't even know what things to eat.

HE-MAN
Give him his gun back, Teela.

She hands the detective his gun. He snatches it from her and starts backing away through the vegetation.

DETECTIVE.
So long, folks. I wish I could say I'll miss you, but I won't.

He turns and runs away through the thick jungle vegetation. As soon as he's out of sight of the others he RUNS INTO A SKELETORIAN ROBOT COMMANDO, who seizes him and holds him tight.

The detective cries out with terror as the huge Robot Commando begins to interrogate him in an unknown language of buzzes and clicks, while crushing him painfully in cruel steel talons.

He-Man comes leaping through the undergrowth, picks up the Robot Commando, and raises him high overhead.

The Commando drops Detective Lubic and writes and twists in He-Man's grip.

He-Man hurls the Commando against the trunk of a jungle tree, SHATTERING IT TO PIECES.

Then He-Man picks up the detective's gun where it was dropped, and goes over to the detective, who is lying on the ground and trembling.

HE-MAN
I think you'd better stay with us a little longer.

The detective nods meekly, stands up, takes his gun from He-Man and follows him back to the cave.

114 INT. CAVERNS UNDERNEATH GREYSKULL/ENTRANCE - DAY

They enter the caverns in single file, Kevin and Man-At-Arms carrying the litter with Julie's unconscious form. Just inside the entrance is the skeleton of an ancient warrior who sits there fully armed, still on guard, as he was hundreds of years ago when he died.

115 INT. CAVERNS UNDERNEATH GREYSKULL / DEEPER

It's dark inside the caverns, relieved only by a faint glow from the clothing of He-Man, Teela, Man-At-Arms and Gwildor and the constant dripping of phosphorescent water down the numerous stalactites.

They pass frequent rusting remnants of high-tech systems (pipes, conduits, electrical relays, servomechanisms, and old discarded robots) indicating that at one time long ago the caves were in regular use.

He-Man calls a halt after a while beside a spring that trickles out of the rock wall into a tiny basin.

HE-MAN
We can rest here for a while.

JULIE
Kevin, it's so dark. I can't see you.

KEVIN
I'm right here. We're in a cave.

He holds her hand, and she drifts off to sleep.

He-Man kneels down beside Gwildor.

HE-MAN
Do you think the boy's synthesizer will be able to free the Sorceress?

GWILDOR
It ought to work. The same sequence of frequncies that brought us here can open a dimensional door in the throne room.

MAN-AT-ARMS
The trick will be getting close enough to the Sorceress. We have to rely on battery power. We don't have 50,000 qwerts here.

HE-MAN
We have the advantage of surprise, so far. That should help us get to the throne room.

The Detective is standing beside the trickling spring. He has just drunk deeply of the water.

(CONTINUED)

115 CONTINUED:

DETECTIVE
I thought you said we'd find some food here. I'm starving.

HE-MAN
Look in the crevices for cave slugs. They're chewy, but nutritious.

He-Man reaches into a crack in the wall and pulls out a hideous phosphorescent slug.

DETECTIVE
(revolted)
No way I'm gonna eat anything that glows!

Suddenly there is a BOOMING NOISE that echoes through the caverns.

MAN-AT-ARMS
The Gate of Idris! Someone has forced it open.

HE-MAN
They must have found the remains of the sentry outside.
(to the Earthians)
Quickly, the servants of Skeletor have entered the caverns.

Teela glances around at the cavern.

TEELA
This is no place to make a stand.

HE-MAN
Follow me.

He-man picks up Julie's stretcher, and hoists it onto his right shoulder.

TEELA
Where's Gwildor?

Gwildor sticks his head up from behind a rock, his mouth full of glowing cave slugs.

GWILDOR
Going so soon?

MAN-AT-ARMS
Hop on my back, or you'll miss the next battle.

(CONTINUED)

115 CONTINUED: (2)

He-Man, carrying Julie, sets off at a fast pace up a tunnel that slants sharply upward off the main cavern. Man-At-Arms picks up Gwildor, and carries him, (dripping PHOSPHORESCENT saliva) up the tunnel after He-Man. Teela and Kevin and the Detective hurry along behind.

116 INT. CAVERNS/UPHILL PASSAGEWAY

He-Man leads them up the steep, narrow passageway. The tunnel is very old, and in places the roof has fallen in, covering the floor with large boulders they have to scramble over.

117 INT. CAVERNS BESIDE TRICKLING SPRING.

A detachment of Skeletor's Robot Commandos pours out of a side tunnel and mills around at the site of the spring.

Their LEADER notices a TRAIL OF GWILDOR'S PHOSPHORESCENT SALIVA leading up one of the passages.

He calls out a command, and squad of heavily armed troops hurries up the tunnel in hot pursuit.

118 INT. UPHILL PASSAGEWAY

Gwildor hears the footsteps of the pursuing troops and twists anxiously in Man-At-Arms' grasp.

GWILDOR
They're close behind us. I don't want to die down here, in the dark.

MAN-AT-ARMS
There's no good place to die, anywhere. Don't be a coward.

They reach a BLIND END TO THE PASSAGE.

He-Man stands there, staring at the ROCK WALL. Now they can all hear the clatter of laser armor as their pursuers clamber over the rocks they have just left behind.

DETECTIVE
Funny. Right now I'm dreaming I can hear a bunch of guys behind us.

TEELA
It's no dream.

(CONTINUED)

118 CONTINUED:

KEVIN
Then we're trapped.

Teela and Man-At-Arms turn to make a last stand. But suddenly He-Man finds a spot in the rock he had been looking for: a THIN SLIT SET IN A RUSTING METAL PLATE. He plunges his SWORD deep into the slit in the rock wall.

A SECRET DOOR OPENS at the end of the tunnel, and they stumble inside. Then the DOOR CLOSES and becomes a blind rock wall as Skeletor's troops arrive and mill around in confusion.

119 INT. SECRET CHAMBER BENEATH CASTLE GREYSKULL

Ancient glow tubes automatically flicker on, and they find themselves in a well-stocked stronghold: cabinets of weapons line the walls. Shelves are full of combat rations and bottles of water. A table in the center of the room is covered with maps and charts. A thick layer of dust covers everything in the room.

TEELA
What is this place?

HE-MAN
A stronghold. A secret hiding place my mother showed me once.

He-Man sets down Julie's stretcher on the table. He turns to Kevin and the Detective in explanation.

HE-MAN
When our ancestors first came to Eternia, centuries ago, many fierce and dangerous things roamed the planet. So they built their houses underground, in caves, until they could construct the barrier you saw---and confine the evil things to the night side of Eternia.

MAN-AT-ARMS
It worked--until Skeletor came along.

KEVIN
But who were your ancestors?

HE-MAN
Haven't you guessed?

(CONTINUED)

119 CONTINUED:

He-Man pulls back a sliding panel along one wall and reveals: GALACTIC STAR MAPS, NASA INSIGNIA, AND A LARGE AMERICAN FLAG.

Two clocks are side by side on the wall, showing different times, one labeled ETERNIA STANDARD TIME, the other GREENWICH MEAN TIME, EARTH.

HE-MAN
We came from Earth, originally. My mother was an astronaut.

Kevin looks puzzled.

KEVIN
When was that?

HE-MAN
Years in your future. Around the twenty-second century.

MAN-AT-ARMS
Distance is a measure of time as well as space.

DETECTIVE
Geez---my pension must be enormous by now!

KEVIN
Don't get excited, it's only a dream, remember?

He-Man sighs.

HE-MAN
Things would be a lot easier if that was so. But unfortunately, Skeletor is real.

He leads them to the far wall and presses a secret button. The wall panel slides back REVEALING THE DUNGEON of Castle Greyskull.

120 INT. DUNGEON OF CASTLE GREYSKULL - NIGHT

They step through the secret door into the deepest underground chamber of Castle Greyskull.

It's a large domed room lined with hundreds of CELL DOORS in the stone walls behind which their friends and allies are imprisoned, frozen in a kind of stasis (just like the Sorceress is in the throne room). Each cell is locked with a GLOWING SHAFT OF LIGHT that blocks the door.

(CONTINUED)

120 CONTINUED:

Each door hums its own complex PATTERN OF SOUNDS in resonance with its own force field.

HE-MAN
Gwildor, can you analyze the harmonic frequency of these cells?

GWILDOR
I'll try.

Gwildor and Kevin take Kevin's portable synthesizer---with the extra gimmicks added to it by Gwildor---and attempt to match the sonic pattern of the first cage. Inside the cage an ANCIENT MAN IN FLOWING ROBES AND A LONG WHITE BEARD writhes in pain.

Kevin plays a sequence of tones that don't quite match. He tries over and over again until he is playing in perfect unison with the humming of the cage. It's a tricky sequence of rhythms and counter rhythms.

GWILDOR
Amazing. How do you do that?

KEVIN
You just sort of have to have a feel for it.

Gwildor triggers his gadgets and the FORCE FIELD CAGE MELTS AWAY around the old man. His name is WIZAROID, and he is a powerful magician. He steps forth and kneels before He-Man.

WIZAROID
Death to Skeletor!

HE-MAN
Arise, old man, and give me some ointment of Zanthone. This girl has suffered the fire of Snake Mountain, and she is close to death.

WIZAROID reaches inside his cloak and takes out a leather bag.

WIZAROID
The healing gifts of the Sorceress are free to all. Take this.

He removes a jar of ointment and kneels beside Julie's litter. Teela pulls back the blanket, revealing Julie's leg wound. Her whole thigh is now cracked and blackened like a burnt tree limb. Wizaroid smears the ointment on her wound.

(CONTINUED)

120 CONTINUED: (2)

The recovery is miraculous. You can almost see the fresh blood returning to her leg and the poisons disappearing.

Julie sits up and looks around, fully alert for the first time since she was wounded on the fire escape. She looks down at her leg and begins to cry. Then she embraces Kevin who is kneeling beside her.

KEVIN
See, I told you it'd be O.K.

CUT TO:

121 INT. THRONE ROOM - NIGHT

A terrified chief of security grovels on the floor in front of Skeletor.

SKELETOR
And what did you find in the caves?

SECURITY CHIEF
Signs of recent entry. Someone had gorged on cave slugs. We followed a slime trail and found----nothing.

SKELETOR
And the chrono scanner?

SECURITY CHIEF
It is very damp there, your magnif-cence. The scanners turned up only one trace.

The Security Chief gestures and A FAINT GHOSTLIKE IMAGE OF JULIE LYING ON HER LITTER UNCONSCIOUS appears in the room.

SECURITY CHIEF
I cannot imagine what this girl is doing asleep in the caverns.

SKELETOR
Your job is chief of security. You are not asked to imagine things. You are expected to know them.

SECURITY CHIEF
Yes.

(CONTINUED)

121 CONTINUED:

SKELETOR
And what do we know? We know that a Scout Commando failed to report on schedule. And that someone is in the caverns. Therefore it was your duty to sound the alarm.

SECURITY CHIEF
Should I sound the alarm now?

SKELETOR
I shall see to it.

Skeletor turns to his other SECURITY CHIEFs.

SKELETOR
(with a gesture at his old security chief)
Offer his soul to the Snake Gods below. And alert the Castle. He-Man has returned.

Robot Commandos seize the chief of security and throw him down the bottomless shaft beneath Skeletor's throne. He screams all the way down to inaudibility.

CUT TO:

122 INT. DUNGEON OF CASTLE GREYSKULL - NIGHT

Gwildor has been freeing other prisoners, using the synthesizer He now has six of them, counting Wizaroid. They are all powerful Warrior Heroes with unique costume and powers.

BLASTAR, who can fire powerful energy beams from his hands.

MANDROID, the left side of whose body is pure robot, with powerful weapons concealed in the robot half.

NETTOR, who can fling thin gossamer nets stronger than heavy steel cable. And,

MIRROMAN, whose armor is covered with shiny mirror segments tha can catch and reflect back the laser beams of his opponents.

The harsh urgent SOUND OF AN ALARM reverberates through the entire castle.

Gwildor presents these men to He-Man, gathered in a semi-circle behind him.

(CONTINUED)

122 CONTINUED:

GWILDOR
I have freed six prisoners. All are ready to fight.

HE-MAN
Then follow me. Send our guests back down into the caverns.

But before anyone can move, one of Skeletor's Robot Commandos quietly enters the dungeon and aims a HUGE PHOTONIC LASER AT He-Man.

Detective Lubic is the only one to see the Robot aiming this impressive-looking weapon at He-Man. The Commando presses the trigger, and the laser glows.

DETECTIVE
Look out!!!

Detective Lubic hurls his body in the path of the BEAM OF LIGHT as it stabs toward He-Man.

Teela fires her blaster and THE LASER EXPLODES in the Commando's hands.

Detective Lubic falls down wounded, a large hole burned in his chest.

Gwildor panics and runs for the door back to the caverns, the synthesizer abandoned on the floor behind him. Kevin snatches up the snythesizer and slings it over his own shoulder.

He-Man kneels sadly beside the detective.

HE-MAN
You saved my life.

DETECTIVE
(blood spurting from an artery)
Then we're even. This is a helluva way to end a dream. Just as I was really getting into it---

The detective passes out.

HE-MAN
We'll fix you up, good as new.

He-Man gestures for Wizaroid to come take care of the detective.

A full squad of Skeletor's Commandos rush into the dungeon.

MIRROMAN reflects their laser beams back at them.

(CONTINUED)

122 CONTINUED: (2)

NETTOR flings an invisible net over the Commandos, binding them into a helpless bunch.

HE-MAN
Follow me, by the power of Greyskull!

He-Man leads his little rebel band charging past the tethered Commandos and out of the dungeon.

CUT TO:

123 INT. CORRIDORS/STAIRS IN CASTLE - NIGHT

Skeletor's troops pour downward in the castle toward the dungeons, while the ALARM CONTINUES TO SOUND.

CUT TO:

124 INT. OTHER CORRIDORS/STAIRS/ - NIGHT

He-Man runs toward two massive metal doors across the corridor which are grinding slowly shut. He-Man flings his body in between the two CLOSING DOORS. He strains with all his strength to keep them apart.

The VAULT-LIKE doors BUCKLE AND CRACK with a shriek of violated metal.

He-Man pauses as his followers run past the twisted, shattered portals upward toward the throne room. (Gwildor is nowhere in sight.) He stops Kevin and Julie.

HE-MAN
(to Kevin)
Give me the synthesizer.

Kevin shakes his head, and swallows hard.

KEVIN
I can do it better than you. Better than Gwildor.

HE-MAN
You stay here, with her.

JULIE
I'm coming too.

He-Man looks at their stubborn young faces, and makes a snap decision.

HE-MAN
Follow me, then.

(CONTINUED)

124 CONTINUED:

He-Man, Teela, Man-At-Arms, Kevin, and Julie race forward int. the throne room.

125 INT. THRONE ROOM - NIGHT

They burst through the doors into the throne room. Skeletor is sitting on his throne. Evil-Lyn is beside him. The Sorceress is frozen in her cage of light behind him.

He-Man draws his sword and IT CASTS A BRILLIANT LIGHT into the shadows of the throne room. Teela and Man-At-Arms FIRE their WEAPONS at Skeletor and Evil-Lyn.

But Skeletor and Evil-Lyn are surrounded by an INVISIBLE FORCE FIELD, and the WEAPONS FIRE BOUNCES harmlessly off the force field.

Skeletor turns toward the invaders and raises his hand.

He-Man, Teela, Man-At-Arms, Kevin, and Julie are held motionless, as if paralyzed by the power of Skeletor. Skeletor laughs.

SKELETOR
Did you think you could conquer me with your puny weapons? Fools! Kneel---before the Master of the Universe!

Skeletor's FORCE FIELD brings them to their knees. Even He-Man can't prevail against the overwhelming force, although he strains every muscle against it. His gleaming sword falls from his hand.

MAN-AT-ARMS
It's useless to resist. He's stealing the power of the Sorceress!

The Sorceress thrashes violently in her cage behind Skeletor as she is drained of her power by Skeletor. Her body loses its color and begins to grow transparent.

Evil-Lyn walks over to the helpless Teela and spits at her. Beastman appears from the shadows and runs his fingers playfully through Julie's hair. She sees the hideous scars on his face where she threw the acid at him.

BEASTMAN
Give her to me, master. I will teach her to worship you!

(CONTINUED)

125 CONTINUED:

SKELETOR
They must all die. As a warning to all who would challenge the might of Skeletor. Offer their souls to the Snake Gods below.

KEVIN
No!

Julie looks with terror at Kevin.

KEVIN
Let her go!

Skeletor turns his death's-head face toward Kevin. His deep resonant voice purrs with ironic courtesy.

SKELETOR
Gallant youth, you may go first. By some strange trick of acoustics, we will be able to enjoy hearing your screams for a long time as you fall. It is an excellent experience.

JULIE
Kevin!

Beastman picks up Kevin (who still has the synthesizer slung over his shoulder) and tosses him into the yawning abyss beneath the throne of Skeletor.

HE-MAN
Skeletor---your name is cursed through all eternity!

Julie screams as Beastman picks her up and hurls her into the pit as well.

126 INT. BOTTOMLESS PIT

Kevin and Julie find themselves falling forever. Skeletor's booming voice is audible above as a fading, wordless rumble above.

In the dim light Kevin sees the walls of the shaft racing upwards past him. The wind whistles in his ears. Then he sees his synthesizer floating almost within his reach. With great effort of mental control he forces himself to stretch out and manages to wriggle closer to the synthesizer.

(CONTINUED)

126 CONTINUED:

He seizes it and clasps it to his chest. His fingers fumble with the controls, but finally he presses the right button and the synthesizer begins to play its UNIQUE SONIC PATTERN over and over.

CUT TO:

127 INT. THRONE ROOM - NIGHT

Skeletor hears the SONIC PATTERN OF THE SYNTHESIZER from far off down the tube, amplified and re-echoed by the acoustics. It seems to come from everywhere within the room. Skeletor looks around bewildered and angry.

Behind him, Skeletor sees the CAGE OF THE LIGHT which contains the Sorceress begins to FLICKER AND SYNCHRONIZE ITS RHYTHM with the rhythm of the synthesizer.

SKELETOR
Impossible!

The CAGE OF LIGHT which contains the Sorceress dies away. The Sorceress steps free---and Skeletor no longer controls her power.

SORCERESS
Free at last! No longer can you use my Power against the forces of Good.

CUT TO:

128 INT. BOTTOMLESS PIT

Kevin and Julie cease falling. Then they slowly begin to rise back up toward the throne room. They float in mid-air beside one another, embracing with tears of joy and relief.

CUT TO:

129 INT. THRONE ROOM
The Sorceress gestures at Skeletor, and the FORCE FIELD holding He-Man and his friends collapses.

He-Man picks up his sword from the floor and charges at Skeletor.

HE-MAN
By the Power of Greyskull!

All of Skeletor's Robot Commandos and Cyborgs rush to attack He-Man and protect Skeletor. But He-Man hacks his way through them with his magic sword like a shovel through shaving cream.

(CONTINUED)

129 CONTINUED:

Skeletor sees the tide of battle is against him. He takes his own Cosmic Key that hangs at his belt and starts to punch buttons to open a dimensional door and escape, just as Gwildor did once.

But suddenly a SEEKING GRAPPLER snakes out of the shadows at the edge of the room, snatches Skeletor's Cosmic Key out of his hands----and returns it to GWILDOR.

HE-MAN
Gwildor! Trust a Thenurian to show up when you really need him!

Skeletor gives a cry of fury and frustration, turns and ducks through a secret panel in the wall behind his throne.

He-Man follows him through the secret door, leaving Teela, Man-at-Arms and the others to finish up with the Commandos.

130 INT. TUNNEL - NIGHT

He-Man races up a winding set of stone stairs inside a high stone shaft. Above him, Skeletor throws down a HUGE ROCK. He-Man dodges, and it misses him.

131 EXT. ROOF OF CITY - NIGHT

He-Man emerges on the roof/landing port of the city---the same spot where the victorious Skeletor had arrived to take command.

Skeletor is running toward a black bird-like air ship, which is waiting with its engines running.

He-Man overtakes him and attacks him with a flurry of sword strokes.

Skeletor parries the blows with his ram-headed scepter, which strikes FOUL PESTILENTIAL SPARKS each time it connects with He-Man's sword.

He-Man forces Skeletor back across the top of the city, destroying walls, battlements, machicolations, antennas, ventilation ducts, and air ship fueling pumps as they duel.

The landing port becomes WREATHED IN THICK DENSE SMOKE, lit by the fiery glow of BURNING AIR SHIP FUEL.

Finally He-Man forces Skeletor back to the edge of the roof where a demolished parapet opens onto a sheer two thousand foot drop to the jagged rocks below.

(CONTINUED)

131 CONTINUED:

He-Man shatters Skeletor's staff with one final blow of his sword.

Skeletor kneels, exhausted, in front of He-Man.

SKELETOR
Do not kill me, He-Man.
I surrender.

He-Man hesitates a second, astonished that Skeletor would beg for mercy. He lowers his sword.

HE-MAN
I will take you
prisoner, if you w----

He-Man doesn't get to finish, because Skeletor takes advantage of the moment's hesitation to pull a hidden dagger and lunge for He-Man's vitals.

He-Man dodges.

Skeletor misses, and the force of his own attack carries him over the parapet.

132 EXT. HIGH UP THE SIDE OF THE CITY - NIGHT

As he falls, Skeletor grabs for a stone ledge.

He grabs hold of it, and his grip is powerful enough to stop his fall---but the rotten stone breaks under his weight, and he falls down again toward the jagged rocks below.

133 EXT. ROCKS BELOW CITY WALL - NIGHT

Skeletor lands and impales himself on the sharp rocks.

134 INT. CASTLE THRONE ROOM - NIGHT

Waves of Skeletor's troops pour into the throne room.

The Sorceress raises her hands and speaks in a commanding voice.

SORCERESS
Skeletor is dead! Throw down your weapons. The reign of fear is over!

The troops pause, look at one another, throw down their weapons, and cheer.

Kevin and Julie embrace one another, glad to be alive.

CUT TO:

135 INT. CASTLE BANQUETING HALL - DAY

A great victory celebration is in progress. Servants remove steaming platters of delicious-looking food from the food assemblors. The Sorceress sits at the head of the table, with He-Man to her right, and Kevin and Julie to her left.

Further down the table, the Detective, his right arm in a sling, sits between two beautiful young Eternian noblewomen who vie to cut his algae steak for him and feed him choice morsels. He is clearly having the time of his life.

DETECTIVE
----next thing I know this big Robot thing grabs me, so I whip out the old .38---

NOBLEWOMAN
Thirty-eight what?

The detective pulls out his revolver and hands it to her.

DETECTIVE
The safety's on, but don't touch the trigger.

NOBLEWOMAN
Oooo, it's so heavy! Is it really made of metal?

The Sorceress is talking to Kevin and Julie.

SORCERESS
The debt we owe the two of you is in some way our greatest debt of all. Your courage and self-sacrifice will be a shining lesson to us through the years. As you know, Detective Lubic has been given his own castle---

JULIE
We'd just like to go home.

KEVIN
It's not that we don't like it here. I mean now that Skeletor's dead, it's a pretty nice place.

The Sorceress frowns.

KEVIN
Did I say something wrong?

HE-MAN
No---it's just that when we went to look for his body, there was no sign of it.

(CONTINUED)

135 CONTINUED:

TEELA
Carrion birds---

HE-MAN
(with finality) No man could have survived that fall.

The Sorceress smiles again and summons Gwildor.

SORCERESS
Gwildor. Can you program the Cosmic Key to send our two friends back home?

GWILDOR
(proudly)
Easily. I've made some new improvements to the Key.

Gwildor motions for them to stand against a wall, and he begins to punch co-ordinates into his Cosmic Key.

He-Man shakes their hands. And Teela kisses them on the cheek. Man-At-Arms pours a sack of small objects into Kevin's pocket.

MAN-AT-ARMS
(gruffly)
Here, I understand these are valuable back where you're headed.

KEVIN
What are they?

MAN-AT-ARMS
Carbon crystals. I think you call 'em diamonds.

Kevin checks his pockets and sure enough---real diamonds.

Detective Lubic comes over to say goodbye, with his two beautie on either side of him.

DETECTIVE
So long, kids.

KEVIN
Sure you won't come along, Lieutenant?

DETECTIVE
Nah. The only thing I'll miss is the World Series, and the Mets haven't won since '69.

(CONTINUED)

135 CONTINUED: (2)

Gwildor has finished setting the co-ordinates on his Cosmic Key. He pauses before actuating.

GWILDOR
I can send you back to any time in your history. Would you like to see them building the pyramids of Egypt?

KEVIN
Uh, no thanks. Could we just maybe go back when we left off?

GWILDOR
As you wish.

Gwildor presses the actuator button. A DIMENSIONAL DOOR OPENS around them.

136 INT. DIMENSION WARP

As the banqueting hall begins to recede from them, Julie has a desperate realization. He-Man and Teela are waving goodbye to them from far away.

JULIE
Wait! Stop! I want to go back earlier--- so I can see my----

The last image she sees of Eternia is Gwildor frantically pushing buttons on his Cosmic Key.

FADE OUT.

137 INT. JULIE'S BEDROOM - MORNING

Julie sits up in her bed---a terrified look on her face.

Her mother comes in the room.

MRS. WINSTON
Goodbye, dear. We're going now.

JULIE
Where?

MRS. WINSTON
Don't you remember? Your father sold the plane---and he's taking me for one last ride before he delivers it to the new owner. I told you last night---

(CONTINUED)

137 CONTINUED:

JULIE
Mother---don't go. I don't want to lose you!

MRS. WINSTON
Don't be silly.

JULIE
Mother, don't get in that plane!

MRS. WINSTON
(clearly disturbed)
We go flying all the time, and you've never acted like this.

She shakes her head with bewilderment, and walks into the next room to talk with Julie's dad in an anxious tone.

Julie gets up and runs into the kitchen.

138 INT. WINSTON HOUSE/KITCHEN - MORNING

Everything is laid out on the kitchen table: thermos of hot coffee, car keys, flight plan, navigational charts, checklist, Texaco credit card.

Julie, in her pajamas, sweeps everything off the table and into a paper bag. Then she runs out the back door.

MR. WINSTON
(from the other room)
Margaret, don't tell me you're siding with her!!! Women!

139 EXT. WOODS BEHIND JULIE'S HOUSE - DAY

Julie runs along, barefoot, beside a little stream, carrying the paper bag with her father's flight paraphernalia.

She comes to a hole in the bank and thrusts the paper bag inside. Then she sits down on the ground, out of breath.

She looks up and sees Kevin, in jeans and t-shirt running toward her from the opposite direction.

He comes up to her and stops, panting for breath.

KEVIN
---your folks----got to stop them---- so they don't get on that plane---

(CONTINUED)

139 CONTINUED:

JULIE
I just did.

Kevin pauses, relieved, uncertain how to continue.

JULIE
Do you know?

KEVIN
I know everything. I was there.

He reaches into his pocket, takes out a handful of diamonds and shows her.

She takes his other hand in hers and whispers the word that's now their secret to share.

JULIE
Eternia.

KEVIN
Eternia.

FADE OUT:

THE END